

EQUITY LIFESTYLE PROPERTIES INC

Form 10-K

February 25, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-K**

- þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Fiscal Year Ended December 31, 2009**
- or**
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from to**

**Commission File Number: 1-11718**

**EQUITY LIFESTYLE PROPERTIES, INC.**  
*(Exact name of registrant as specified in its charter)*

**Maryland**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*  
**Two North Riverside Plaza, Suite 800,  
Chicago, Illinois**  
*(Address of Principal Executive Offices)*

**36-3857664**  
*(I.R.S. Employer  
Identification No.)*  
**60606**  
*(Zip Code)*

**(Registrant's telephone number, including area code)**  
**(312) 279-1400**

**Securities registered pursuant to Section 12(b) of the Act:**

**(Title of Class)**

**(Name of Exchange on Which Registered)**

Common Stock, \$.01 Par Value

New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**  
**None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates was approximately \$1,019.6 million as of June 30, 2009 based upon the closing price of \$37.18 on such date using beneficial ownership of stock rules adopted pursuant to Section 13 of the Securities Exchange Act of 1934 to exclude voting stock owned by Directors and Officers, some of whom may not be held to be affiliates upon judicial determination.

At February 23, 2010, 30,349,089 shares of the Registrant's common stock were outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE:**

Part III incorporates by reference portions of the Registrant's Proxy Statement relating to the Annual Meeting of Stockholders to be held on May 11, 2010.

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**Equity LifeStyle Properties, Inc.**

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**PART I**

**Item 1. *Business***

**Equity LifeStyle Properties, Inc.**

**General**

Equity LifeStyle Properties, Inc., a Maryland corporation, together with MHC Operating Limited Partnership (the Operating Partnership ) and other consolidated subsidiaries ( Subsidiaries ), are referred to herein as the Company, we, us, and our. ELS has elected to be taxed as a real estate investment trust ( REIT ), for U.S. federal income tax purposes commencing with its taxable year ended December 31, 1993.

The Company is a fully integrated owner and operator of lifestyle-oriented properties ( Properties ). The Company leases individual developed areas ( sites ) with access to utilities for placement of factory built homes, cottages, cabins or recreational vehicles ( RVs ). Customers may lease individual sites or enter into right-to-use contracts providing the customer access to specific Properties for limited stays. The Company was formed in December 1992 to continue the property operations, business objectives and acquisition strategies of an entity that had owned and operated Properties since 1969. As of December 31, 2009, we owned or had an ownership interest in a portfolio of 304 Properties located throughout the United States and Canada consisting of 110,575 residential sites. These Properties are located in 27 states and British Columbia (with the number of Properties in each state or province shown parenthetically) as follows: Florida (86), California (48), Arizona (35), Texas (15), Pennsylvania (12), Washington (14), Colorado (10), Oregon (9), North Carolina (8), Delaware (7), New York (6), Nevada (6), Virginia (6), Indiana (5), Maine (5), Wisconsin (5), Illinois (4), Massachusetts (3), Michigan (3), New Jersey (3), South Carolina (3), New Hampshire (2), Ohio (2), Tennessee (2), Utah (2), Alabama (1), Kentucky (1), and British Columbia (1).

Properties are designed and improved for several home options of various sizes and designs that are produced off-site, installed and set on designated sites ( Site Set ) within the Properties. These homes can range from 400 to over 2,000 square feet. The smallest of these are referred to as Resort Cottages. Properties may also have sites that can accommodate a variety of RVs. Properties generally contain centralized entrances, internal road systems and designated sites. In addition, Properties often provide a clubhouse for social activities and recreation and other amenities, which may include restaurants, swimming pools, golf courses, lawn bowling, shuffleboard courts, tennis courts, laundry facilities and cable television service. In some cases, utilities are provided or arranged for by us; otherwise, the customer contracts for the utility directly. Some Properties provide water and sewer service through municipal or regulated utilities, while others provide these services to customers from on-site facilities. Properties generally are designed to attract retirees, empty-nesters, vacationers and second home owners; however, certain of our Properties focus on affordable housing for families. We focus on owning properties in or near large metropolitan markets and retirement and vacation destinations.

**Employees and Organizational Structure**

We have approximately 3,200 full-time, part-time and seasonal employees dedicated to carrying out our operating philosophy and strategies of value enhancement and service to our customers. The operations of each Property are coordinated by an on-site team of employees that typically includes a manager, clerical staff and maintenance workers, each of whom works to provide maintenance and care of the Properties. Direct supervision of on-site management is the responsibility of our regional vice presidents and regional and district managers. These individuals have significant experience in addressing the needs of customers and in finding or creating innovative approaches to

maximize value and increase cash flow from property operations. Complementing this field management staff are approximately 138 full-time corporate employees who assist on-site and regional management in all property functions.

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### **Formation of the Company**

The operations of the Company are conducted primarily through the Operating Partnership. The Company contributed the proceeds from its initial public offering in 1993 and subsequent offerings to the Operating Partnership for a general partnership interest. In 2004, the general partnership interest was contributed to MHC Trust, a private REIT subsidiary owned by the Company. The financial results of the Operating Partnership and the Subsidiaries are consolidated in the Company's consolidated financial statements. In addition, since certain activities, if performed by the Company, may not be qualifying REIT activities under the Internal Revenue Code of 1986, as amended (the Code), the Company has formed taxable REIT subsidiaries, as defined in the Code, to engage in such activities.

Realty Systems, Inc. (RSI) is a wholly owned taxable REIT subsidiary of the Company that is engaged in the business of purchasing and selling or leasing Site Set homes that are located in Properties owned and managed by the Company. RSI also provides brokerage services to residents at such Properties for those residents who move from a Property but do not relocate their homes. RSI may provide brokerage services, in competition with other local brokers, by seeking buyers for the Site Set homes. Subsidiaries of RSI also operate ancillary activities at certain Properties consisting of operations such as golf courses, pro shops, stores and restaurants. Several Properties are also wholly owned by taxable REIT subsidiaries of the Company.

### **Business Objectives and Operating Strategies**

Our strategy seeks to maximize both current income and long-term growth in income. We focus on properties that have strong cash flow and we expect to hold such properties for long-term investment and capital appreciation. In determining cash flow potential, we evaluate our ability to attract and retain high quality customers in our Properties who take pride in the Property and in their home. These business objectives and their implementation are determined by our Board of Directors and may be changed at any time. Our investment, operating and financing approach includes:

Providing consistently high levels of services and amenities in attractive surroundings to foster a strong sense of community and pride of home ownership;

Efficiently managing the Properties to increase operating margins by controlling expenses, increasing occupancy and maintaining competitive market rents;

Increasing income and property values by continuing the strategic expansion and, where appropriate, renovation of the Properties;

Utilizing management information systems to evaluate potential acquisitions, identify and track competing properties and monitor customer satisfaction;

Selectively acquiring properties that have potential for long-term cash flow growth and to create property concentrations in and around major metropolitan areas and retirement or vacation destinations to capitalize on operating synergies and incremental efficiencies; and

Managing our debt balances such that we maintain financial flexibility, minimize exposure to interest rate fluctuations, and maintain an appropriate degree of leverage to maximize return on capital.

Our strategy is to own and operate the highest quality properties in sought-after locations near urban areas, retirement and vacation destinations across the United States. We focus on creating an attractive residential environment by providing a well-maintained, comfortable Property with a variety of recreational and social activities and superior



amenities as well as offering a multitude of lifestyle housing choices. In addition, we regularly conduct evaluations of the cost of housing in the marketplaces in which our Properties are located and survey rental rates of competing properties. From time to time we also conduct satisfaction surveys of our customers to determine the factors they consider most important in choosing a property. We improve site utilization and efficiency by tracking types of customers and usage patterns and marketing to those specific customer groups.

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**Acquisitions and Dispositions**

Over the last decade our portfolio of Properties has grown significantly from owning or having an interest in 157 Properties with over 53,000 sites to owning or having an interest in 304 Properties with over 110,000 sites. We continually review the Properties in our portfolio to ensure that they fit our business objectives. Over the last five years we sold 16 Properties, and we redeployed capital to markets we believe have greater long-term potential. In that same time period we acquired 46 Properties located in high growth areas such as Florida, Arizona and California.

We believe that opportunities for property acquisitions are still available. Increasing acceptability of and demand for a lifestyle that includes Site Set homes and RVs as well as continued constraints on development of new properties continue to add to their attractiveness as an investment. We believe we have a competitive advantage in the acquisition of additional properties due to our experienced management, significant presence in major real estate markets and substantial capital resources. We are actively seeking to acquire additional properties and are engaged in various stages of negotiations relating to the possible acquisition of a number of properties.

We anticipate that new acquisitions will generally be located in the United States, although we may consider other geographic locations provided they meet our acquisition criteria. We utilize market information systems to identify and evaluate acquisition opportunities, including a market database to review the primary economic indicators of the various locations in which we expect to expand our operations. Acquisitions will be financed from the most appropriate sources of capital, which may include undistributed funds from operations, issuance of additional equity securities, sales of investments, collateralized and uncollateralized borrowings and issuance of debt securities. In addition, the Company may acquire properties in transactions that include the issuance of limited partnership interests in the Operating Partnership ( Units ) as consideration for the acquired properties. We believe that an ownership structure that includes the Operating Partnership will permit us to acquire additional properties in transactions that may defer all or a portion of the sellers' tax consequences.

When evaluating potential acquisitions, we consider such factors as:

The replacement cost of the property including land values, entitlements and zoning;

The geographic area and type of the property;

The location, construction quality, condition and design of the property;

The current and projected cash flow of the property and the ability to increase cash flow;

The potential for capital appreciation of the property;

The terms of tenant leases or usage rights, including the potential for rent increases;

The potential for economic growth and the tax and regulatory environment of the community in which the property is located;

The potential for expansion of the physical layout of the property and the number of sites;

The occupancy and demand by customers for properties of a similar type in the vicinity and the customers profile;

The prospects for liquidity through sale, financing or refinancing of the property; and

The competition from existing properties and the potential for the construction of new properties in the area.

When evaluating potential dispositions, we consider such factors as:

The ability to sell the Property at a price that we believe will provide an appropriate return for our stockholders;

Our desire to exit certain non-core markets and recycle the capital into core markets; and

Whether the Property meets our current investment criteria.

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When investing capital we consider all potential uses of the capital including returning capital to our stockholders. Our Board of Directors continues to review the conditions under which we will repurchase our stock. These conditions include, but are not limited to, market price, balance sheet flexibility, other opportunities and capital requirements.

### **Property Expansions**

Several of our Properties have available land for expanding the number of sites available to be utilized by our customers. Development of these sites ( Expansion Sites ) is evaluated based on the following: local market conditions; ability to subdivide; accessibility through the Property or externally; infrastructure needs including utility needs and access as well as additional common area amenities; zoning and entitlement; costs; topography; and ability to market new sites. When justified, development of Expansion Sites allows us to leverage existing facilities and amenities to increase the income generated from the Properties. Where appropriate, facilities and amenities may be upgraded or added to certain Properties to make those Properties more attractive in their markets. Our acquisition philosophy has included the desire to own Properties with potential Expansion Site development. Approximately 83 of our Properties have expansion potential, with approximately 5,600 acres available for expansion.

### **Leases or Usage Rights**

At our Properties, a typical lease entered into between the owner of a home and the Company for the rental of a site is for a month-to-month or year-to-year term, renewable upon the consent of both parties or, in some instances, as provided by statute. These leases are cancelable, depending on applicable law, for non-payment of rent, violation of Property rules and regulations or other specified defaults. Non-cancelable long-term leases, with remaining terms ranging up to ten years, are in effect at certain sites within 31 of the Properties. Some of these leases are subject to rental rate increases based on the Consumer Price Index ( CPI ), in some instances taking into consideration certain floors and ceilings and allowing for pass-throughs of certain items such as real estate taxes, utility expenses and capital expenditures. Generally, market rate adjustments are made on an annual basis. At Properties zoned for RV use, long-term customers typically enter into rental agreements and many typically prepay for their stay. Many resort customers will also leave deposits to reserve a site for the following year. Generally these customers cannot live full time on the Property. At resort Properties designated for use by customers who have purchased a right-to-use or membership contract, the contract generally grants the customer access to designated Properties on a continuous basis of up to 14 days. The customer typically makes a nonrefundable upfront payment and annual dues payments are required to renew the contract. The contracts provide for an annual dues increase generally based on increases in the CPI. Approximately 31% of the current customers are not subject to annual dues increases because their dues were frozen in accordance with the terms of their contract, generally because the customer is over 61 years old or disabled.

### **Regulations and Insurance**

*General.* Our Properties are subject to various laws, ordinances and regulations, including regulations relating to recreational facilities such as swimming pools, clubhouses and other common areas, regulations relating to providing utility services, such as electricity, to our customers, and regulations relating to operating water and wastewater treatment facilities at certain of our Properties. We believe that each Property has all material permits and approvals necessary to operate.

*Rent Control Legislation.* At certain of our Properties, state and local rent control laws, principally in California, limit our ability to increase rents and to recover increases in operating expenses and the costs of capital improvements. Enactment of such laws has been considered from time to time in other jurisdictions. We presently expect to continue to maintain Properties, and may purchase additional properties, in markets that are either subject to rent control or in

which rent-limiting legislation exists or may be enacted. For example, Florida has enacted a law that generally provides that rental increases must be reasonable. Also, certain jurisdictions in California in which we own Properties limit rent increases to changes in the CPI or some percentage thereof. As part of our effort to realize the value of our Properties subject to restrictive regulation, we have initiated lawsuits against several municipalities imposing such regulation in an attempt to balance the interests of our stockholders

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with the interests of our customers (see Item 3. Legal Proceedings ). Further, at certain of our Properties primarily used as membership campgrounds, some state statutes limit our ability to close the Property unless we make a reasonable substitute property available for the members use. Many states also have consumer protection laws regulating right-to-use or campground membership sales and the financing of such sales. Some states have laws requiring the Company to register with a state agency and obtain a permit to market (see Item 1A. Risk Factors ).

*Insurance.* The Properties are covered against fire, flood, property damage, earthquake, windstorm and business interruption by insurance policies containing various deductible requirements and coverage limits. Recoverable costs are classified in other assets as incurred. Insurance proceeds are applied against the asset when received. Recoverable costs relating to capital items are treated in accordance with the Company s capitalization policy. The book value of the original capital item is written off once the value of the impaired asset has been determined. Insurance proceeds relating to capital costs are recorded as income in the period they are received.

Our current property and casualty insurance policies, which we plan to renew, expire on March 31, 2010. We have a \$100 million loss limit with respect to our all-risk property insurance program including Named Windstorm and a \$25 million loss limit for California Earthquake. Policy deductibles primarily range from \$100,000 to 5% of insurable values specifically for Named Windstorm, Named Storm Flood and California Earthquake. Losses in a 100-year Flood zone are subject to varying deductibles with a maximum exposure of \$500,000. A deductible indicates ELS maximum exposure, subject to policy sub-limits, in the event of a loss.

## **INDUSTRY**

We believe that modern properties similar to ours provide an opportunity for increased cash flows and appreciation in value. These may be achieved through increases in occupancy rates and rents, as well as expense controls, expansion of existing Properties and opportunistic acquisitions, for the following reasons:

*Barriers to Entry:* We believe that the supply of new properties in locations targeted by the Company will be constrained due to barriers to entry. The most significant barrier has been the difficulty of securing zoning from local authorities. This has been the result of (i) the public s historically poor perception of manufactured housing, and (ii) the fact that properties generate less tax revenue because the homes are treated as personal property (a benefit to the homeowner) rather than real property. Another factor that creates substantial barriers to entry is the length of time between investment in a property s development and the attainment of stabilized occupancy and the generation of revenues. The initial development of the infrastructure may take up to two or three years. Once a property is ready for occupancy, it may be difficult to attract customers to an empty property. Substantial occupancy levels may take several years to achieve.

*Industry Consolidation:* According to various industry reports, there are approximately 50,000 manufactured home properties and approximately 8,500 RV properties (excluding government owned properties) in North America. Most of these properties are not operated by large owner/operators and of the RV properties approximately 1,200 contain 200 sites or more. We believe that this relatively high degree of fragmentation provides us, as a national organization with experienced management and substantial financial resources, the opportunity to purchase additional properties.

*Customer Base:* We believe that properties tend to achieve and maintain a stable rate of occupancy due to the following factors: (i) customers typically own their own homes, (ii) properties tend to foster a sense of community as a result of amenities such as clubhouses and recreational and social activities, (iii) since moving a Site Set home from one property to another involves substantial cost and effort, customers often sell their home in-place (similar to site-built residential housing) with no interruption of rental payments to us.

*Lifestyle Choice:* According to the Recreational Vehicle Industry Association, nearly 1 in 10 U.S. vehicle-owning households owns an RV and there are eight million current RV owners. The 78 million people born from 1946 to 1964 or baby boomers make up the fastest growing segment of this market. Every

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day 11,000 Americans turn 50 according to U.S. Census figures. We believe that this population segment, seeking an active lifestyle, will provide opportunities for future cash flow growth for the Company. Current RV owners, once finished with the more active RV lifestyle, will often seek more permanent retirement or vacation establishments. The Site Set housing choice has become an increasingly popular housing alternative for retirement, second-home, and empty-nest living. According to U.S. Census figures, the baby-boom generation will constitute almost 16% of the U.S. population within the next 20 years. Among those individuals who are nearing retirement (age 46 to 64), approximately 33% plan on moving upon retirement.

We believe that the housing choices in our Properties are especially attractive to such individuals throughout this lifestyle cycle. Our Properties offer an appealing amenity package, close proximity to local services, social activities, low maintenance and a secure environment. In fact, many of our Properties allow for this cycle to occur within a single Property.

*Construction Quality:* Since 1976, all factory built housing has been required to meet stringent federal standards, resulting in significant increases in quality. The Department of Housing and Urban Development's ( HUD ) standards for Site Set housing construction quality are the only federally regulated standards governing housing quality of any type in the United States. Site Set homes produced since 1976 have received a red and silver government seal certifying that they were built in compliance with the federal code. The code regulates Site Set home design and construction, strength and durability, fire resistance and energy efficiency, and the installation and performance of heating, plumbing, air conditioning, thermal and electrical systems. In newer homes, top grade lumber and dry wall materials are common. Also, manufacturers are required to follow the same fire codes as builders of site-built structures. In addition, although Resort Cottages do not come under the same regulation, many of the manufacturers of Site Set homes also produce Resort Cottages with many of the same quality standards.

*Comparability to Site-Built Homes:* The Site Set housing industry has experienced a trend towards multi-section homes. Many modern Site Set homes are longer (up to 80 feet, compared to 50 feet in the 1960's) and wider than earlier models. Many such homes have nine-foot ceilings or vaulted ceilings, fireplaces and as many as four bedrooms, and closely resemble single-family ranch style site-built homes.

*Second Home Demographics:* According to 2009 National Association of Realtors ( NAR ) reports, sales of second homes in 2008 accounted for 30% of residential transactions, or 1.63 million second-home sales in 2008. There were approximately 8.1 million vacation homes in 2008. The typical vacation-home buyer is 46 years old and earned \$97,200 in 2008. According to 2008 NAR reports, approximately 57% of vacation home-owners prefer to be near an ocean, river or lake; 38% close to boating activities; 32% close to hunting or fishing activities; and 17% close to winter recreations. In looking ahead, NAR believes that baby boomers are still in their peak earning years, and the leading edge of their generation is approaching retirement. As they continue to have the financial wherewithal to purchase second homes as a vacation property, investment opportunity, or perhaps as a retirement retreat, those baby boomers will continue to drive the market for second-homes. We believe it is likely that over the next decade we will continue to see historically high levels of second home sales and resort homes and cottages in our Properties will also continue to provide a viable second home alternative to site-built homes.

Notwithstanding our belief that the industry information highlighted above provides the Company with significant long-term growth opportunities, our short-term growth opportunities could be disrupted by the following:

*Shipments* According to statistics compiled by the U.S. Census Bureau, shipments of new manufactured homes have been declining since 2005. Shipments of new manufactured homes for the first eleven months in 2009 decreased over 40% to 46,200 units as compared to shipments of new manufactured homes for the first



eleven months in 2008 of 77,500 units. The decline for 2008 as compared to 2007 was almost 15%. According to the Recreational Vehicle Industry Association ( RVIA ), wholesale shipments of RVs declined 30.1% in 2009 to 165,700 units as compared to 2008, but experienced an increase of almost 25% in the last six months of 2009 as compared to the last six months of 2008. Industry experts have predicted that 2010 RV shipments will increase almost 30%, as compared to 2009, to 215,900.

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**Manufactured Housing and Recreation Vehicle  
Annual Shipments 2000-2009 (MH 2009 YTD: through November)**

(1) Source: Institute for Building Technology and Safety

(2) Source: RVIA

*Sales* Retail sales of RVs declined almost 25% to 161,100 for the first 11 months of 2009, as compared to 214,400 the first 11 months of 2008. A total of 232,000 RVs were sold during the year ended December 31, 2008, representing a decline of almost 25% over the prior year. RVIA has indicated that the RV industry is seeing signs of improvement and the recovery is expected to strengthen slowly as credit availability, job security, and consumer confidence improve. Gains are expected in 2010 as negative financial factors give way to improved market conditions.

*Availability of financing* The current credit crisis has made it difficult for manufactured home and RV manufacturers to obtain floor plan financing and for potential customers to obtain loans for manufactured home or RV purchases. RVIA states that the federal economic credit and stimulus packages designed to stimulate RV lending and which provide tax deductions to buyers of RVs may help promote sales of RVs. However, there is very little availability in terms of financing for manufactured home buyers. As compared to financing available to owners and purchasers of site-built single family homes, financing of a manufactured home involves higher down payments, higher FICO scores, higher interest rates and shorter maturity. Additionally, certain government stimulus packages have resulted in government guarantees of site-built single family home loans, thereby increasing the supply of financing for that market.

Please see our risk factors, financial statements and related notes contained in this Form 10-K for more information.

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### **Available Information**

We file reports electronically with the Securities and Exchange Commission ( SEC ). The public may read and copy any materials we file with the SEC at the SEC 's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy information and statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>. We maintain an Internet site with information about the Company and hyperlinks to our filings with the SEC at <http://www.equitylifestyle.com>, free of charge. Requests for copies of our filings with the SEC and other investor inquiries should be directed to:

Investor Relations Department  
Equity LifeStyle Properties, Inc.  
Two North Riverside Plaza  
Chicago, Illinois 60606  
Phone: 1-800-247-5279  
e-mail: [investor\\_relations@equitylifestyle.com](mailto:investor_relations@equitylifestyle.com)

### **Item 1A. Risk Factors**

#### **Our Performance and Common Stock Value Are Subject to Risks Associated With the Real Estate Industry.**

*Adverse Economic Conditions and Other Factors Could Adversely Affect the Value of Our Properties and Our Cash Flow.* Several factors may adversely affect the economic performance and value of our Properties. These factors include:

changes in the national, regional and local economic climate;

local conditions such as an oversupply of lifestyle-oriented properties or a reduction in demand for lifestyle-oriented properties in the area, the attractiveness of our Properties to customers, competition from manufactured home communities and other lifestyle-oriented properties and alternative forms of housing (such as apartment buildings and site-built single family homes);

the ability of manufactured home and RV manufacturers to adapt to changes in the economic climate and the availability of units from these manufacturers;

the ability of our potential customers to sell their existing site-built residence in order to purchase a resort home or cottage in our Properties and heightened price sensitivity for seasonal and second homebuyers;

the ability of our potential customers to obtain financing on the purchase of a resort home, resort cottage or RV;

government stimulus intended to primarily benefit purchasers of site-built housing;

availability and price of gasoline, especially for our transient customers;

our ability to collect rent, annual payments and principal and interest from customers and pay or control maintenance, insurance and other operating costs (including real estate taxes), which could increase over time;

the failure of our assets to generate income sufficient to pay our expenses, service our debt and maintain our Properties, which may adversely affect our ability to make expected distributions to our stockholders;

our inability to meet mortgage payments on any Property that is mortgaged, in which case the lender could foreclose on the mortgage and take the Property;

interest rate levels and the availability of financing, which may adversely affect our financial condition;

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changes in laws and governmental regulations (including rent control laws and regulations governing usage, zoning and taxes), which may adversely affect our financial condition;

poor weather, especially on holiday weekends in the summer, could reduce the economic performance of our Northern resort Properties; and

our ability to sell new or upgraded right-to-use contracts and to retain customers who have previously purchased a right-to-use contract.

*New Acquisitions May Fail to Perform as Expected and Competition for Acquisitions May Result in Increased Prices for Properties.* We intend to continue to acquire properties. Newly acquired Properties may fail to perform as expected. We may underestimate the costs necessary to bring an acquired property up to standards established for its intended market position. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management attention. Additionally, we expect that other real estate investors with significant capital will compete with us for attractive investment opportunities. These competitors include publicly traded REITs, private REITs and other types of investors. Such competition increases prices for properties. We expect to acquire properties with cash from secured or unsecured financings, proceeds from offerings of equity or debt, undistributed funds from operations and sales of investments. We may not be in a position or have the opportunity in the future to make suitable property acquisitions on favorable terms.

*Because Real Estate Investments Are Illiquid, We May Not be Able to Sell Properties When Appropriate.* Real estate investments generally cannot be sold quickly. We may not be able to vary our portfolio promptly in response to economic or other conditions, forcing us to accept lower than market value. This inability to respond promptly to changes in the performance of our investments could adversely affect our financial condition and ability to service debt and make distributions to our stockholders.

*Some Potential Losses Are Not Covered by Insurance.* We carry comprehensive insurance coverage for losses resulting from property damage, liability claims and business interruption on all of our Properties. In addition we carry liability coverage for other activities not specifically related to property operations. These coverages include, but are not limited to, Directors & Officers liability, Employer Practices liability and Fiduciary liability. We believe that the policy specifications and coverage limits of these policies should be adequate and appropriate. There are, however, certain types of losses, such as lease and other contract claims that generally are not insured. Should an uninsured loss or a loss in excess of coverage limits occur, we could lose all or a portion of the capital we have invested in a Property or the anticipated future revenue from a Property. In such an event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the Property.

Our current property and casualty insurance policies, which we plan to renew, expire on March 31, 2010. We have a \$100 million loss limit with respect to our all-risk property insurance program including Named Windstorm and a \$25 million loss limit for California Earthquake. Policy deductibles primarily range from \$100,000 to 5% of insurable values specifically for Named Windstorm, Named Storm Flood and California Earthquake. Losses in a 100-year Flood zone are subject to varying deductibles with a maximum exposure of \$500,000. A deductible indicates ELS maximum exposure, subject to policy sub-limits, in event of a loss.

*There can be no assurance that the actions of the U.S. government, Federal Reserve and other governmental and regulatory bodies for the purpose of stabilizing the financial markets, or market response to those actions, will achieve the intended effect, and our business may not benefit from and may be adversely impacted by these actions and further government or market developments could adversely impact us.* Since mid-2007, and particularly during the second half of 2008, the financial services industry and the securities markets generally were materially and

adversely affected by significant declines in the values of nearly all asset classes and by a serious lack of liquidity. This was initially triggered by declines in the values of subprime mortgages, but spread to all mortgage and real estate asset classes, to leveraged bank loans and to nearly all asset classes, including equities. The global markets have been characterized by substantially increased volatility and short-selling and an overall loss of investor confidence, initially in financial institutions, but more recently in companies in a number of other industries and in the broader markets. The decline in asset values has caused increases in margin calls for investors, requirements that derivatives counterparties post additional collateral and

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redemptions by mutual and hedge fund investors, all of which have increased the downward pressure on asset values and outflows of client funds across the financial services industry. In addition, the increased redemptions and unavailability of credit have required hedge funds and others to rapidly reduce leverage, which has increased volatility and further contributed to the decline in asset values.

In response to the recent unprecedented financial issues affecting the banking system and financial markets and going concern threats to investment banks and other financial institutions, the Emergency Economic Stabilization Act of 2008 (the EESA), was signed into law on October 3, 2008. The EESA provides the U.S. Secretary of Treasury with the authority to establish a Troubled Asset Relief Program (TARP), to purchase from financial institutions up to \$700 billion of residential or commercial mortgages and any securities, obligations, or other instruments that are based on, or related to, such mortgages, that in each case was originated or issued on or before March 14, 2008. EESA also provides for a program that would allow companies to insure their troubled assets. On February 17, 2009, President Obama signed the American Recovery and Reinvestment Act of 2009 (ARRA), a \$787 billion stimulus bill for the purpose of stabilizing the economy by creating jobs, among other things. As of February 25, 2010, the U.S. Treasury is managing or overseeing the following programs under TARP: the Capital Purchase Program (CPP), the Systemically Significant Failing Institutions Program (SSFIP), the Auto Industry Financing Program (AIFP), the Legacy Securities Public-Private Investment Program (S-PPIP) and the Homeowner Affordability and Stability Plan (HASP) which is partially financed by TARP. HASP, also known as The Making Home Affordable Program, offers the following options for homeowners: (1) refinancing mortgage loans through the Home Affordable Refinance Program (HARP), (2) modifying first and second mortgage loans through the Home Affordable Modification Program (HAMP) and the Second Lien Modification Program (2MP) and (3) offering other alternatives to foreclosure through the Home Affordable Foreclosure Alternatives Program (HAFA). According to a U.S. Treasury press releases, HASP, along with other financial stability programs have improved credit conditions as evidenced by statistics such as: 1) near historic lows on residential mortgage rates and 2) stabilization of home prices.

These can be no assurance that the EESA, TARP or other programs will have a beneficial impact on the financial markets or the economy. In addition, the U.S. Government, Federal Reserve and other governmental and regulatory bodies have taken or are considering taking other actions to address the financial crisis. We cannot predict whether or when such actions may occur or what impact, if any, such actions could have on our business, results of operations and financial condition. In fact, such actions may have a significant negative impact on our customers to the extent they benefit only owners of site-built single family housing and not to purchasers of Site Set homes who lease the underlying land and RVs.

**Adverse changes in general economic conditions may adversely affected our business.**

Our success is dependent upon economic conditions in the U.S. generally, and in the geographic areas in which a substantial number of our Properties are located. Adverse changes in national economic conditions and in the economic conditions of the regions in which we conduct substantial business may have an adverse effect on the real estate values of our Properties and our financial performance and the market price of our common stock.

In a recession or under other adverse economic conditions, non-earning assets and write-downs are likely to increase as debtors fail to meet their payment obligations. Although we maintain reserves for credit losses and an allowance for doubtful accounts in amounts that we believe should be sufficient to provide adequate protection against potential write-downs in our portfolio, these amounts could prove to be insufficient.

**Campground Membership Properties Laws and Regulations Could Adversely Affect the Value of Certain Properties and Our Cash Flow.**

Many of the states in which the Company does business have laws regulating right-to-use or campground membership sales. These laws generally require comprehensive disclosure to prospective purchasers, and give purchasers the right to rescind their purchase generally between three-to-five days after the date of sale. Some states have laws requiring the Company to register with a state agency and obtain a permit to market. The



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Company is subject to changes, from time to time, in the application or interpretation of such laws that can affect its business or the rights of its members.

In some states, including California, Oregon and Washington, laws place limitations on the ability of the owner of a campground property to close the property unless the customers at the property receive access to a comparable property. The impact of the rights of customers under these laws is uncertain and could adversely affect the availability or timing of sale opportunities or the ability of the Company to realize recoveries from Property sales.

The government authorities regulating the Company's activities have broad discretionary power to enforce and interpret the statutes and regulations that they administer, including the power to enjoin or suspend sales activities, require or restrict construction of additional facilities and revoke licenses and permits relating to business activities. The Company monitors its sales and marketing programs and debt collection activities to control practices that might violate consumer protection laws and regulations or give rise to consumer complaints.

Certain consumer rights and defenses that vary from jurisdiction to jurisdiction may affect the Company's portfolio of contracts receivable. Examples of such laws include state and federal consumer credit and truth-in-lending laws requiring the disclosure of finance charges, and usury and retail installment sales laws regulating permissible finance charges.

In certain states, as a result of government regulations and provisions in certain of the right-to-use or campground membership agreements, the Company is prohibited from selling more than ten memberships per site. At the present time, these restrictions do not preclude the Company from selling memberships in any state. However, these restrictions may limit the Company's ability to utilize Properties for public usage and/or the Company's ability to convert sites to more profitable or predictable uses, such as annual rentals.

**Debt Financing, Financial Covenants and Degree of Leverage Could Adversely Affect Our Economic Performance.**

*Scheduled Debt Payments Could Adversely Affect Our Financial Condition.* Our business is subject to risks normally associated with debt financing. The total principal amount of our outstanding indebtedness was approximately \$1.5 billion as of December 31, 2009. Our substantial indebtedness and the cash flow associated with serving our indebtedness could have important consequences, including the risks that:

our cash flow could be insufficient to pay distributions at expected levels and meet required payments of principal and interest;

we will be required to use a substantial portion of our cash flow from operations to pay our indebtedness, thereby reducing the availability of our cash flow to fund the implementation of our business strategy, acquisitions, capital expenditures and other general corporate purposes;

our debt service obligations could limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

we may not be able to refinance existing indebtedness (which in virtually all cases requires substantial principal payments at maturity) and, if we can, the terms of such refinancing might not be as favorable as the terms of existing indebtedness;

if principal payments due at maturity cannot be refinanced, extended or paid with proceeds of other capital transactions, such as new equity capital, our cash flow will not be sufficient in all years to repay all maturing

debt; and

if prevailing interest rates or other factors at the time of refinancing (such as the possible reluctance of lenders to make commercial real estate loans) result in higher interest rates, increased interest expense would adversely affect cash flow and our ability to service debt and make distributions to stockholders.

*Ability to obtain mortgage financing or to refinance maturing mortgages may adversely affect our financial condition.* During 2009, we have received financing proceeds from Fannie Mae secured by mortgages on

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individual manufactured home Properties. The terms of the Fannie Mae financings have been relatively attractive as compared to other potential lenders. If financing proceeds are no longer available from Fannie Mae for any reason or if Fannie Mae terms are no longer attractive, it may adversely affect cash flow and our ability to service debt and make distributions to stockholders.

*Financial Covenants Could Adversely Affect Our Financial Condition.* If a Property is mortgaged to secure payment of indebtedness and we are unable to meet mortgage payments, the mortgagee could foreclose on the Property, resulting in loss of income and asset value. The mortgages on our Properties contain customary negative covenants, which among other things, limit our ability, without the prior consent of the lender, to further mortgage the Property and to discontinue insurance coverage. In addition, our credit facilities contain certain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including total debt to assets ratios, debt service coverage ratios and minimum ratios of unencumbered assets to unsecured debt. Foreclosure on mortgaged Properties or an inability to refinance existing indebtedness would likely have a negative impact on our financial condition and results of operations.

*Our Degree of Leverage Could Limit Our Ability to Obtain Additional Financing.* Our debt to market capitalization ratio (total debt as a percentage of total debt plus the market value of the outstanding common stock and Units held by parties other than the Company) was approximately 47% as of December 31, 2009. The degree of leverage could have important consequences to stockholders, including an adverse effect on our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, development or other general corporate purposes, and makes us more vulnerable to a downturn in business or the economy generally.

### **We Depend on Our Subsidiaries Dividends and Distributions.**

Substantially all of our assets are indirectly held through the Operating Partnership. As a result, we have no source of operating cash flow other than from distributions from the Operating Partnership. Our ability to pay dividends to holders of common stock depends on the Operating Partnership's ability first to satisfy its obligations to its creditors and make distributions payable to third party holders of its preferred Units and then to make distributions to MHC Trust and common Unit holders. Similarly, MHC Trust must satisfy its obligations to its creditors and preferred stockholders before making common stock distributions to us.

### **Stockholders Ability to Effect Changes of Control of the Company is Limited.**

*Provisions of Our Charter and Bylaws Could Inhibit Changes of Control.* Certain provisions of our charter and bylaws may delay or prevent a change of control of the Company or other transactions that could provide our stockholders with a premium over the then-prevailing market price of their common stock or which might otherwise be in the best interest of our stockholders. These include the Ownership Limit described below. Also, any future series of preferred stock may have certain voting provisions that could delay or prevent a change of control or other transaction that might involve a premium price or otherwise be beneficial to our stockholders.

*Maryland Law Imposes Certain Limitations on Changes of Control.* Certain provisions of Maryland law prohibit business combinations (including certain issuances of equity securities) with any person who beneficially owns 10% or more of the voting power of outstanding common stock, or with an affiliate of the Company who, at any time within the two-year period prior to the date in question, was the owner of 10% or more of the voting power of the outstanding voting stock (an Interested Stockholder), or with an affiliate of an Interested Stockholder. These prohibitions last for five years after the most recent date on which the Interested Stockholder became an Interested Stockholder. After the five-year period, a business combination with an Interested Stockholder must be approved by two super-majority stockholder votes unless, among other conditions, our common stockholders receive a minimum price for their shares and the consideration is received in cash or in the same form as previously paid by the Interested Stockholder for its

shares of common stock. The Board of Directors has exempted from these provisions under the Maryland law any business combination with Samuel Zell, who is the Chairman of the Board of the Company, certain holders of Units who received them at the time of our initial public offering, the General Motors Hourly Rate Employees Pension

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Trust and the General Motors Salaried Employees Pension Trust, and our officers who acquired common stock at the time we were formed and each and every affiliate of theirs.

*We Have a Stock Ownership Limit for REIT Tax Purposes.* To remain qualified as a REIT for U.S. federal income tax purposes, not more than 50% in value of our outstanding shares of capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the federal income tax laws applicable to REITs) at any time during the last half of any taxable year. To facilitate maintenance of our REIT qualification, our charter, subject to certain exceptions, prohibits Beneficial Ownership (as defined in our charter) by any single stockholder of more than 5% (in value or number of shares, whichever is more restrictive) of our outstanding capital stock. We refer to this as the Ownership Limit. Within certain limits, our charter permits the Board of Directors to increase the Ownership Limit with respect to any class or series of stock. The Board of Directors, upon receipt of a ruling from the IRS, opinion of counsel, or other evidence satisfactory to the Board of Directors and upon 15 days prior written notice of a proposed transfer which, if consummated, would result in the transferee owning shares in excess of the Ownership Limit, and upon such other conditions as the Board of Directors may direct, may exempt a stockholder from the Ownership Limit. Absent any such exemption, capital stock acquired or held in violation of the Ownership Limit will be transferred by operation of law to us as trustee for the benefit of the person to whom such capital stock is ultimately transferred, and the stockholder's rights to distributions and to vote would terminate. Such stockholder would be entitled to receive, from the proceeds of any subsequent sale of the capital stock transferred to us as trustee, the lesser of (i) the price paid for the capital stock or, if the owner did not pay for the capital stock (for example, in the case of a gift, devise or other such transaction), the market price of the capital stock on the date of the event causing the capital stock to be transferred to us as trustee or (ii) the amount realized from such sale. A transfer of capital stock may be void if it causes a person to violate the Ownership Limit. The Ownership Limit could delay or prevent a change in control of the Company and, therefore, could adversely affect our stockholders' ability to realize a premium over the then-prevailing market price for their common stock.

### **Conflicts of Interest Could Influence the Company's Decisions.**

*Certain Stockholders Could Exercise Influence in a Manner Inconsistent With the Stockholders' Best Interests.* As of December 31, 2009, Mr. Samuel Zell and certain affiliated holders beneficially owned approximately 11.9% of our outstanding common stock (in each case including common stock issuable upon the exercise of stock options and the exchange of Units). Mr. Zell is the chairman of the Company's Board of Directors. Accordingly, Mr. Zell has significant influence on our management and operation. Such influence could be exercised in a manner that is inconsistent with the interests of other stockholders.

*Mr. Zell and His Affiliates Continue to be Involved in Other Investment Activities.* Mr. Zell and his affiliates have a broad and varied range of investment interests, including interests in other real estate investment companies involved in other forms of housing, including multifamily housing. Mr. Zell and his affiliates may acquire interests in other companies. Mr. Zell may not be able to control whether any such company competes with the Company. Consequently, Mr. Zell's continued involvement in other investment activities could result in competition to the Company as well as management decisions, which might not reflect the interests of our stockholders.

*Members of Management May Have a Conflict of Interest Over Whether To Enforce Terms of Mr. McAdams's Employment and Noncompetition Agreement.* Mr. McAdams is our President and has entered into an employment and noncompetition agreement with us. For the most part these restrictions apply to him both during his employment and for two years thereafter. Mr. McAdams is also prohibited from otherwise disrupting or interfering with our business through the solicitation of our employees or clients or otherwise. To the extent that we choose to enforce our rights under any of these agreements, we may determine to pursue available remedies, such as actions for damages or injunctive relief, less vigorously than we otherwise might because of our desire to maintain our ongoing relationship with Mr. McAdams. Additionally, the non-competition provisions of his agreement, despite being limited in scope and

duration, could be difficult to enforce, or may be subject to limited enforcement, should litigation arise over it in the future. See Note 13 in the Notes to Consolidated Financial Statements contained in this Form 10-K.

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**Risk of Eminent Domain and Tenant Litigation.**

We own Properties in certain areas of the country where real estate values have increased faster than rental rates in our Properties either because of locally imposed rent control or long term leases. In such areas, we have learned that certain local government entities have investigated the possibility of seeking to take our Properties by eminent domain at values below the value of the underlying land. While no such eminent domain proceeding has been commenced, and we would exercise all of our rights in connection with any such proceeding, successful condemnation proceedings by municipalities could adversely affect our financial condition. Moreover, certain of our Properties located in California are subject to rent control ordinances, some of which not only severely restrict ongoing rent increases but also prohibit us from increasing rents upon turnover. Such regulation allows customers to sell their homes for a premium representing the value of the future discounted rent-controlled rents. As part of our effort to realize the value of our Properties subject to rent control, we have initiated lawsuits against several municipalities in California. In response to our efforts, tenant groups have filed lawsuits against us seeking not only to limit rent increases, but to be awarded large damage awards. If we are unsuccessful in our efforts to challenge rent control ordinances, it is likely that we will not be able to charge rents that reflect the intrinsic value of the affected Properties. Finally, tenant groups in non-rent controlled markets have also attempted to use litigation as a means of protecting themselves from rent increases reflecting the rental value of the affected Properties. An unfavorable outcome in the tenant group lawsuits could have an adverse impact on our financial condition.

**Environmental and Utility-Related Problems Are Possible and Can be Costly.**

Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such property. The owner or operator may have to pay a governmental entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. Such laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site.

Environmental laws also govern the presence, maintenance and removal of asbestos. Such laws require that owners or operators of property containing asbestos properly manage and maintain the asbestos, that they notify and train those who may come into contact with asbestos and that they undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building. Such laws may impose fines and penalties on real property owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos fibers.

Utility-related laws and regulations also govern the provision of utility services and operations of water and wastewater treatment facilities. Such laws regulate, for example, how and to what extent owners or operators of property can charge renters for provision of, for example, electricity, and whether and to what extent such utility services can be charged separately from the base rent. Such laws also regulate the operations and performance of water treatment facilities and wastewater treatment facilities. Such laws may impose fines and penalties on real property owners or operators who fail to comply with these requirements.

**We Have a Significant Concentration of Properties in Florida and California, and Natural Disasters or Other Catastrophic Events in These or Other States Could Adversely Affect the Value of Our Properties and Our Cash Flow.**

As of December 31, 2009, we owned or had an ownership interest in 304 Properties located in 27 states and British Columbia, including 86 Properties located in Florida and 48 Properties located in California. The occurrence of a natural disaster or other catastrophic event in any of these areas may cause a sudden decrease in the value of our Properties. While we have obtained insurance policies providing certain coverage against



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damage from fire, flood, property damage, earthquake, wind storm and business interruption, these insurance policies contain coverage limits, limits on covered property and various deductible amounts that the Company must pay before insurance proceeds are available. Such insurance may therefore be insufficient to restore our economic position with respect to damage or destruction to our Properties caused by such occurrences. Moreover, each of these coverages must be renewed every year and there is the possibility that all or some of the coverages may not be available at a reasonable cost. In addition, in the event of such natural disaster or other catastrophic event, the process of obtaining reimbursement for covered losses, including the lag between expenditures incurred by us and reimbursements received from the insurance providers, could adversely affect our economic performance.

### **Market Interest Rates May Have an Effect on the Value of Our Common Stock.**

One of the factors that investors consider important in deciding whether to buy or sell shares of a REIT is the distribution rates with respect to such shares (as a percentage of the price of such shares) relative to market interest rates. If market interest rates go up, prospective purchasers of REIT shares may expect a higher distribution rate. Higher interest rates would not, however, result in more funds for us to distribute and, in fact, would likely increase our borrowing costs and potentially decrease funds available for distribution. Thus, higher market interest rates could cause the market price of our publicly traded securities to go down.

### **We Are Dependent on External Sources of Capital.**

To qualify as a REIT, we must distribute to our stockholders each year at least 90% of our REIT taxable income (determined without regard to the deduction for dividends paid and excluding any net capital gain). In addition, we intend to distribute all or substantially all of our net income so that we will generally not be subject to U.S. federal income tax on our earnings. Because of these distribution requirements, it is not likely that we will be able to fund all future capital needs, including for acquisitions, from income from operations. We therefore will have to rely on third-party sources of debt and equity capital financing, which may or may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of things, including conditions in the capital markets generally and the market's perception of our growth potential and our current and potential future earnings. As a result of the current credit crisis it may be difficult for us to meet one or more of the requirements for qualification as a REIT, including but not limited to our distribution requirement. Moreover, additional equity offerings may result in substantial dilution of stockholders' interests, and additional debt financing may substantially increase our leverage.

### **Our Qualification as a REIT is Dependent on Compliance With U.S. Federal Income Tax Requirements.**

We believe we have been organized and operated in a manner so as to qualify for taxation as a REIT, and we intend to continue to operate so as to qualify as a REIT for U.S. federal income tax purposes. Qualification as a REIT for U.S. federal income tax purposes, however, is governed by highly technical and complex provisions of the Code for which there are only limited judicial or administrative interpretations. In connection with certain transactions, we have received, and relied, on advice of counsel as to the impact of such transactions on our qualification as a REIT. Our qualification as a REIT requires analysis of various facts and circumstances that may not be entirely within our control, and we cannot provide any assurance that the Internal Revenue Service (the "IRS") will agree with our analysis or the analysis of our tax counsel. In particular, the proper federal income tax treatment of right-to-use membership contracts is uncertain and there is no assurance that the IRS will agree with the Company's treatment of such contracts. If the IRS were to disagree with our analysis or our tax counsel's analysis of facts and circumstances, our ability to qualify as a REIT may be adversely affected. These matters can affect our qualification as a REIT. In addition, legislation, new regulations, administrative interpretations or court decisions might significantly change the tax laws with respect to the requirements for qualification as a REIT or the U.S. federal income tax consequences of qualification as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT (and specified relief provisions under the Code were not applicable to such disqualification), we could not deduct distributions to stockholders in computing our net taxable income and we would be subject to U.S. federal income tax on our net

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taxable income at regular corporate rates. Any U.S. federal income tax payable could include applicable alternative minimum tax. If we had to pay U.S. federal income tax, the amount of money available to distribute to stockholders and pay indebtedness would be reduced for the year or years involved, and we would no longer be required to distribute money to stockholders. In addition, we would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless we were entitled to relief under the relevant statutory provisions. Although we currently intend to operate in a manner designed to allow us to qualify as a REIT, future economic, market, legal, tax or other considerations may cause us to revoke the REIT election.

### **Interpretation of and Changes to Accounting Policies and Standards Could Adversely Affect Our Reported Financial Results.**

*Our Accounting Policies and Methods Are the Basis on Which We Report Our Financial Condition and Results of Operations, and They May Require Management to Make Estimates About Matters that Are Inherently Uncertain.* Our accounting policies and methods are fundamental to the manner in which we record and report our financial condition and results of operations. Management must exercise judgment in selecting and applying many of these accounting policies and methods in order to ensure that they comply with generally accepted accounting principles and reflect management's judgment as to the most appropriate manner in which to record and report our financial condition and results of operations. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the circumstances yet might result in reporting materially different amounts than would have been reported under a different alternative.

*Changes in Accounting Standards Could Adversely Affect Our Reported Financial Results.* The bodies that set accounting standards for public companies, including the Financial Accounting Standards Board ( FASB ), the SEC and others, periodically change or revise existing interpretations of the accounting and reporting standards that govern the way that we report our financial condition and results of operations. These changes can be difficult to predict and can materially impact our reported financial results. In some cases, we could be required to apply a new or revised accounting standard, or a revised interpretation of an accounting standard, retroactively, which could have a negative impact on reported results or result in the restatement of our financial statements for prior periods.

The FASB sets generally accepted accounting principles ( GAAP ) that we follow to ensure we consistently report our financial condition, results of operations and cash flows. References to GAAP issued by the FASB in this Form 10-K are to the FASB Accounting Standards Codification (the Codification ). The FASB finalized the Codification effective for periods ending on or after September 15, 2009. The Codification does not change how the Company accounts for its transactions or the nature of the related disclosures made.

*Our Accounting Policies for the Sale of Right-To-Use Contracts Will Result in a Substantial Deferral of Revenue in our Financial Results.* Beginning August 14, 2008, the Company began selling right-to-use contracts. Customers who purchase right-to-use contracts are generally required to make an upfront nonrefundable payment to the Company. The Company incurs significant selling and marketing expenses to originate the right-to-use contracts, and the majority of expenses must be expensed in the period incurred, while the related sales revenues are generally deferred and recognized over the expected life of the contract which is estimated based upon historical attrition rates. The expected life of a right-to-use contract is currently estimated to be between one and 31 years. As a result, the Company may incur a loss from the sale of right-to-use contracts, build up a substantial deferred sales revenue liability balance, and recognize substantial non-cash revenue in years subsequent to the original sale. This accounting may make it difficult for investors to interpret the financial results from the sale of right-to-use contracts. The Company submitted correspondence to the Office of the Chief Accountant at the SEC describing the right-to-use contracts and subsequently discussed the revenue recognition policy with respect to the contracts with the SEC. The SEC does not object to the Company's application of the Codification Topic Revenue Recognition ( FASB ASC 605 ) (prior authoritative guidance: Staff Accounting Bulletin 104, Revenue Recognition in Consolidated Financial

Statements, Corrected ) with respect to the deferral of the upfront nonrefundable payments received from the sale of right-to-use contracts.

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See Note 2 (n) in the Notes to Consolidated Financial Statements contained in this Form 10-K for the Company's revenue recognition policy.

**Item 1B. *Unresolved Staff Comments***

On December 23, 2009, the SEC sent us a letter with comments on our Proxy Statement and Form 10-K for the year ended December 31, 2008. The comments relate to income statement presentation, segment reporting, the transfer of inventory homes to fixed assets, revenue recognition policies related to right-to-use contracts, footnote disclosure of the Privileged Access acquisition, footnote disclosure of joint venture investments and disclosure of senior management bonus targets. We responded to the SEC's letter on January 25, 2010 and as of February 24, 2010 we have not received a response from the SEC.

**Item 2. *Properties***

**General**

Our Properties provide attractive amenities and common facilities that create a comfortable and attractive home for our customers, with most offering a clubhouse, a swimming pool, laundry facilities and cable television service. Many also offer additional amenities such as sauna/whirlpool spas, golf courses, tennis, shuffleboard and basketball courts, exercise rooms and various social activities such as concerts. Since most of our customers generally rent our sites on a long-term basis, it is their responsibility to maintain their homes and the surrounding area. It is our role to ensure that customers comply with our Property policies and to provide maintenance of the common areas, facilities and amenities. We hold periodic meetings with our Property management personnel for training and implementation of our strategies. The Properties historically have had, and we believe they will continue to have, low turnover and high occupancy rates.

**Property Portfolio**

As of December 31, 2009, we owned or had an ownership interest in a portfolio of 304 Properties located throughout the United States and British Columbia containing 110,575 residential sites.

The distribution of our Properties throughout the United States reflects our belief that geographic diversification helps insulate the portfolio from regional economic influences. We intend to target new acquisitions in or near markets where our Properties are located and will also consider acquisitions of Properties outside such markets. Refer to Note 2 (c) of the Notes to Consolidated Financial Statements contained in this Form 10-K.

Bay Indies located in Venice, Florida and Viewpoint located in Mesa, Arizona, our two largest properties as determined by property operating revenues, accounted for approximately 2.0% and 1.9%, respectively, of our total property operating revenues for the year ended December 31, 2009.

The following table sets forth certain information relating to the Properties we owned as of December 31, 2009, categorized by our major markets (excluding Properties owned through joint ventures).

Develo- pable	Total		
	Number	Annual	Annual
	Number	Site	Site
	Sites	Occupancy	Occupancy

Address	City	State	ZIP	MH/RV	Acres (c)	Acres (d)	Expansion Sites(e)	of Sites		as of 12/31/09	as of 12/31/09	as of 12/31/09	as of 12/31/08	12/31/08
								as of 12/31/09	as of 12/31/09					
38801 Overseas Hwy	Big Pine Key	FL	33043	RV	54			409	55	100.0%	100.0%	100.0%	100.0%	\$
Five Carriage Cove Way	Daytona Beach	FL	32119	MH	59			418	418	90.2%	91.6%	91.6%	91.6%	\$
4536 Coquina Crossing Dr.	Elkton	FL	32033	MH	316	26	145	563	563	92.9%	91.1%	91.1%	91.1%	\$
3165 Old Kings Road South	Flagler Beach	FL	32136	MH	323	181	722	276	276	98.2%	98.6%	98.6%	98.6%	\$
3345 Old Kings Road South	Flagler Beach	FL	32136	RV	(f)			352	79	100.0%	100.0%	100.0%	100.0%	\$
3273 N.W. 37th St	Ft. Lauderdale	FL	33309	MH	20			164	164	93.3%	93.3%	93.3%	93.3%	\$
10550 W. State Road 84	Ft. Lauderdale	FL	33324	MH	60			363	363	89.5%	89.3%	89.3%	89.3%	\$

**Table of Contents**

Address	City	State	ZIP	MH/RV	Acres (c)	Develo- pable Acres (d)	Expansion Sites(e)	Total	Total	Annual	Annual
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V. Oakland Park	Ft. Lauderdale	FL	33311	MH	32			274	274	82.8%	88
V. Oakland Park	Ft. Lauderdale	FL	33311	RV	(f)			131	45	100.0%	100
. Ash Lane	Lantana	FL	33462	MH	102	5		603	603	90.9%	90
NW 62nd Avenue	Margate	FL	33063	MH	121			819	819	86.7%	84
Hanson Avenue	Melbourne	FL	32901	MH	68			349	349	87.7%	87
Fleming Ave Box	Ormond Beach	FL	32174	MH	43			301	301	87.7%	85
North US Hwy 1	Ormond Beach	FL	32174	RV	69			349	132	100.0%	100
GA Boulevard	Palm Beach Gardens	FL	33410	MH	55			379	379	84.4%	85
E 48th Street	Pompano Beach	FL	33064	RV	52			762	355	100.0%	100
E 48th street	Pompano Beach	FL	33064	RV	15			148	13	100.0%	100
ring Drive	Port Orange	FL	32129	MH	64			433	433	85.7%	86
. Clyde Morris Blvd	Port Orange	FL	32119	MH	84	4		432	432	100.0%	100
arnes Boulevard	Rockledge	FL	32955	MH	38			208	208	100.0%	100
0th Street	Vero Beach	FL	32966	MH	125			644	644	89.8%	89
Ranch Road	Vero Beach	FL	32966	MH	64			435	435	83.7%	83
.W. 27th Avenue	Vero Beach	FL	32968	MH	20			128	128	17.2%	28
08th Avenue	Vero Beach	FL	32967	RV	30	6	48	300	159	100.0%	100

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U.S. Highway 27	Clermont	FL	34711	RV	288			1,255	461	100.0%	100
Hwy 192 West	Clermont	FL	34714	RV	69			471	126	100.0%	100
US Highway 27 S	Clermont	FL	34714	RV	270	30	136	850	72	100.0%	
Avocado Lane	Eustis	FL	32726	RV	120			950	362	100.0%	100
Sea Breeze Lane	Grand Island	FL	32735	MH	35			362	362	58.8%	58
V. Irlo Bronson	Kissimmee	FL	34746	MH	124			769	769	93.4%	94
V. Irlo Bronson	Kissimmee	FL	34746	RV	107	43	149	513	149	100.0%	100
Holiday Trail	Kissimmee	FL	34746	RV	59			541			
Dogwood Place	Leesburg	FL	34748	MH	29			202	202	87.6%	90
Forest Dr.	Leesburg	FL	34788	MH	290			1,225	1,225	80.7%	80
Stanford Road	Mt. Dora	FL	32757	MH	14			114	114	80.7%	84
S.W. 27th Ave.	Ocala	FL	34476	MH	62	3		262	262	89.3%	89
	Ocala	FL	34479	MH	69			459	459	87.4%	86
N.E. 36th Avenue											
E State Rd 44	Wildwood	FL	34785	RV	23			221			
W. Colonial Dr.	Winter Garden	FL	34787	RV	27			350	142	100.0%	100
N.E. Hwy 70	Arcadia	FL	34266	RV	44			379	274	100.0%	100
ay Road NE	Bradenton	FL	34212	RV	42			415	216	100.0%	100
3rd Ave. East	Bradenton	FL	34203	MH	49			292	292	95.9%	95
Gulf to Bay Blvd	Clearwater	FL	33759	MH	12			106	106	86.8%	90
Druid Road East	Clearwater	FL	33764	MH	25			278	278	92.1%	93
East Bay Drive	Clearwater	FL	33764	MH	12			150	150	86.0%	89
US Highway 19 N	Clearwater	FL	33761	MH	19			181	181	89.5%	90



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W. Ft. Island Drive	Crystal River	FL	34429	RV	32	260	46	100.0%	100
Main Street	Dunedin	FL	34698	MH	48	379	379	88.4%	90
San Carlos Blvd.	Fort Myers	FL	33908	RV	31	306	88	100.0%	100
San Carlos Blvd.	Fort Myers	FL	33931	RV	25	246	154	100.0%	100
New York Avenue	Hudson	FL	34667	RV	28	392	261	100.0%	100

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nd Avenue	Largo	FL	33771	MH	50			361	361	97.5%	9
Road	Largo	FL	33771	MH	40			328	328	96.3%	9
ay Drive	Largo	FL	33771	MH	25			227	227	96.9%	9
treet N.W.	Largo	FL	33770	MH	14			160	160	81.3%	8
on Road	Largo	FL	33771	RV	29			293	174	100.0%	10
Road 54	Lutz	FL	33549	RV	27			255	176	100.0%	10
miami Trail	N. Ft. Myers	FL	33903	MH	223	39	162	971	971	98.5%	9
miami Trail	N. Ft. Myers	FL	33903	MH	121			616	616	82.1%	8
ami Trail	N. Ft. Myers	FL	33903	MH	259			896	896	99.7%	9
Lakes Blvd.	N. Ft. Myers	FL	33903	MH	314			584	584	100.0%	10
le Rd.	N. Ft. Myers	FL	33917	RV	90			733	381	100.0%	10
ge Lakes	N. Ft. Myers	FL	33917	MH	214	22	132	453	453	98.0%	9
evland Ave.	N. Ft. Myers	FL	33903	MH	69			491	491	88.6%	9
y Place Blvd.	New Port Richey	FL	34655	MH	82			515	515	99.6%	9
ar Ave	New Port Richey	FL	34653	MH	66			505	505	96.4%	9
a Ave	New Port Richey	FL	34653	MH	69			471	471	98.1%	9
olonia Lane	Nokomis	FL	34275	MH	34			228	228	94.7%	9
Road East	Nokomis	FL	34275	RV	111			546	430	100.0%	10
Dollar Drive	Odessa	FL	33556	RV	412			459	392	100.0%	10

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ore Road	Palmetto	FL	34221	RV	18			203	132	100.0%	10
states Way	Plant City	FL	33565	MH	122			424	424	93.4%	9
states Way	Plant City	FL	33565	MH	140	13	110	799	799	95.6%	9
states Way	Plant City	FL	33565	MH	44			168	168	76.2%	7
ean Road	Port Charlotte	FL	33953	RV	80			528	294	100.0%	10
Store Road	Punta Gorda	FL	33950	RV	78			206	53	100.0%	10
ami Trailem	Punta Gorda	FL	33955	MH	50			294	294	88.1%	8
de Ave.	Sarasota	FL	34234	MH	74			471	471	94.9%	9
de Ave.	Sarasota	FL	34234	MH	61			306	306	98.4%	9
ghway 17	South Wauchula	FL	33873	RV	72	38		454	18	100.0%	
ty Line Road	Spring Hill	FL	34609	RV	35			230	197	100.0%	10
ellow Road	St. James City	FL	33956	RV	31			363	81	100.0%	10
ood Ave	Venice	FL	34285	MH	210			1,309	1,309	93.1%	9
River Rd.	Venice	FL	34293	RV	117			647	431	100.0%	10
venue	Zephyrhills	FL	33542	MH	14			140	140	87.1%	9
					7,162	410	1,604	36,802	28,233	93.2%	9

e del Lago	Castroville	CA	95012	MH	54			310	310	95.5%	9
l Avenue	Ceres	CA	95307	MH	20			186	186	94.1%	9

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ers Rd	Cloverdale	CA	95425	RV	41			135	10	100.0%
Gap Dr	Emigrant Gap	CA	95715	RV	551	200		268		
Dakota	Fresno	CA	93722	MH	40			242	242	90.5%
en Flat Rd	Groveland	CA	95321	RV	403	30	111	299		
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...a Drive	Lake Tahoe	CA	96150	RV	86	20	200	413			
...Osos Valley	Los Osos	CA	93402	MH	18			125	125	98.4%	
...way 49	Lotus	CA	95651	RV	22			170	6	100.0%	
...liamson Rd	Manteca	CA	95337	RV	39			79	8	100.0%	
...wood	Modesto	CA	95356	MH	22			194	194	76.3%	
...eum Rd	Nicolaus	CA	95659	RV	165	82	540	323	4	100.0%	
...nch Town Rd	Oregon House	CA	95962	RV	954	507	1,014	541	68	100.0%	
...Drive	Pacheco	CA	94553	MH	31			283	283	98.9%	100.0%
...tto Ave	Pacifica	CA	94044	RV	12			182			
...brook Drive	Riverbank	CA	95367	MH	20			146	146	94.5%	
...Avenue	San Jose	CA	95136	MH	50			418	418	98.6%	
...che Avenue	San Jose	CA	95122	MH	30			121	121	98.3%	
...Road	San Jose	CA	95138	MH	30			271	271	94.5%	
...lson Lane	San Jose	CA	95134	MH	88			723	723	93.1%	
...mo Canyon	San Luis Obispo	CA	93405	MH	100			300	300	99.3%	100.0%
...nite Road	San Rafael	CA	94903	MH	63			396	396	97.5%	
...ware Avenue	Santa Cruz	CA	95060	MH	30			198	198	93.9%	
...Drive	Scotts Valley	CA	95066	RV	7			106			

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Drive N.	Visalia	CA	93291	MH	20			149	149	98.7%
yn Valley Rd	Acton	CA	93510	RV	273	45	182	1,251	23	100.0%
te Palm	Cathedral City	CA	92234	MH	232	3	24	538	538	97.6%
te Palm	Cathedral City	CA	92234	RV	(f)			140		
hwyway 79	Descanso	CA	91916	RV	145	5		146	8	100.0%
Bradley Ave.	El Cajon	CA	92021	MH	20			158	158	69.0%
y 8 Business	El Cajon	CA	92021	MH	19			140	140	97.9%
orida Ave	Hemet	CA	92545	MH	22			196	196	63.3%
yon Trail	Idyllwild	CA	92549	RV	191	52	120	287	27	100.0%
y Lakes Rd	Jamul	CA	91935	RV	176	10		512	80	100.0%
ggs Rd	Menifee	CA	92584	RV	73			529	11	100.0%
s Rd	Morgan Hill	CA	95037	RV	62			339	17	100.0%
r Spur Place	Oceana	CA	93445	RV	48			215		
mega Rd	Paicines	CA	95043	RV	199	23		523	27	100.0%
ner Rd	Palm Desert	CA	92211	RV	35			401	42	100.0%
verside Ave.	Rialto	CA	92376	MH	18			136	136	100.0%
low Ave.	Rialto	CA	92376	MH	19			166	166	100.0%
dise Rd	Santa Barbara	CA	93105	RV	310	40		187	17	100.0%
ion Gorge	Santee	CA	92071	MH	43			338	338	99.4%
acha Blvd.	Spring Valley	CA	91978	MH	32			270	270	95.6%
	Sylmar	CA	91342	MH	113	9		300	300	100.0%

vina Ave.

					4,926	1,026	2,191	13,350	6,652	95.9%	
aho Rd	Apache Junction	AZ	85219	RV	53			560	294	100.0%	10
oadway Ave	Apache Junction	AZ	85220	RV	33			329	217	100.0%	10
rekell Rd.	Casa Grande	AZ	85222	RV	14			192	104	100.0%	10
Florence	Casa Grande	AZ	85222	RV	77			767	485	100.0%	10
Encore Dr.	Casa Grande	AZ	85222	RV	16			188	129	100.0%	10
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ousand Trails Rd,	Cottonwood	AZ	86326	RV	273	129	515	352	37	100.0%	
67th Avenue	Glendale	AZ	85304	MH	29			239	239	84.1%	8
67th Avenue	Glendale	AZ	85304	MH	28			236	236	78.8%	8
51st. Avenue	Glendale	AZ	85301	MH	33			294	294	90.5%	8
Baseline Road	Mesa	AZ	85209	RV	142	56	515	832	765	100.0%	10
University	Mesa	AZ	85207	RV	332	55	467	1,954	1,537	100.0%	10
reenfield Rd.	Mesa	AZ	85206	MH	51			366	366	97.0%	9
h Val Vista Drive	Mesa	AZ	85213	MH	45			268	268	99.3%	9
t McKellips	Mesa	AZ	85201	MH	60	4		410	410	64.1%	6
99th Ave.	Peoria	AZ	85345	MH	29	3		238	238	97.1%	9
91st Avenue	Peoria	AZ	85345	MH	31			245	245	94.7%	9
32nd Street	Phoenix	AZ	85050	MH	16			130	130	97.7%	9
t Bell Road	Phoenix	AZ	85023	MH	37			293	293	99.3%	9
32 Street	Phoenix	AZ	85024	MH	24			165	165	99.4%	10
orth 16th Street	Phoenix	AZ	85022	MH	28			199	199	98.0%	9
Cave Creek Rd.	Phoenix	AZ	85024	MH	15			116	116	96.6%	9
U.S. Hwy 89A	Sedona	AZ	86336	MH	48	6	10	198	198	99.5%	10



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Clark Rd.	Show Low	AZ	85901	RV	26		389	278	100.0%	10		
W. Union Hill	Sun City	AZ	85373	RV	80		950	816	100.0%	10		
Southern Ave.	Tempe	AZ	85282	MH	60		391	391	97.2%	9		
Fairview Avenue	Tucson	AZ	85705	MH	28		237	237	81.9%	8		
32nd. St.	Yuma	AZ	85365	RV	25		337	294	100.0%	10		
Ave. 9-E	Yuma	AZ	85365	RV	43		430	295	100.0%	10		
with 4th Ave	Yuma	AZ	85365	RV	20		303	243	100.0%	10		
South Ave., 9E	Yuma	AZ	85365	RV	26		260	122	100.0%	10		
South Frontage	Yuma	AZ	85367	RV	18		180	74	100.0%	10		
749 South	Yuma	AZ	85365	RV	28		345	311	100.0%	10		
at 32nd Street	Yuma	AZ	85365	RV	34		336	197	100.0%	10		
						1,802	253	1,507	12,729	10,223	96.2%	9
le Boulevard	Aurora	CO	80011	MH	72		601	601	83.7%	8		
orth Perry	Broomfield	CO	80020	MH	50		327	327	81.7%	8		
ton Road	Co. Springs	CO	80907	MH	38		240	240	73.3%	7		
with King Street	Denver	CO	80236	MH	12		124	124	89.5%	9		
st 92nd Avenue	Denver	CO	80260	MH	99		736	736	81.8%	8		
est Colfax Ave.	Golden	CO	80401	MH	32		265	265	80.8%	8		
	Golden	CO	80401	MH	15		80	80	60.0%	6		
est Colfax Ave.	Golden	CO	80401	RV	(f)		80					

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est Colfax Ave.	Golden	CO	80401	MH	39	7		316	316	76.6%	8
no Blvd. West	Pueblo	CO	81008	MH	33			251	251	79.7%	8
Thornton Pkwy.	Thorton	CO	80260	MH	55			434	434	80.2%	8
					445	7	0	3,454	3,374	78.7%	8

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5 Joan Drive	Bear	DE	19701	MH	159			731	731	96.4%	95.5%
045 Janice ad	Lewes	DE	19958	MH	67	2		393	393	80.7%	82.4%
356 Sussex ne #1	Millsboro	DE	19966	MH	101			375	375	96.8%	95.7%
3 Palace ne	Rehoboth	DE	19971	MH	46			200	200	100.0%	100.0%
3 Palace ne	Rehoboth	DE	19971	MH	61			301	301	100.0%	99.7%
3 Palace ne	Rehoboth	DE	19971	MH	25			93	93	98.9%	98.9%
Big Burn ne	Rehoboth	DE	19958	MH	38			146	146	98.6%	98.6%
Stevens Rd Box 217	Rochester	MA	02770	RV	80			194	33	100.0%	
0 Old atham Road	South Dennis	MA	02660	RV	47	11		312	266	100.0%	100.0%
Mashapaug	Sturbridge	MA	01566	RV	223			155	23	100.0%	
19 State ghway 3	Bar Harbor	ME	04609	RV	90	12		206	5	100.0%	
70 Bucksport ad	Ellsworth	ME	04605	RV	43	60		137	21	100.0%	100.0%
5 Post Road	Moody	ME	04054	RV	48			203	53	100.0%	

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Oregon venue, D. Box 174	Old Orchard Beach	ME	04064	RV	58			550	506	100.0%	100.0%
50 Bar rbor Road	Trenton	ME	04605	RV	42			207	7	100.0%	100.0%
2 Thousand ails Dr	Advance	NC	27006	RV	306	81		305	16	100.0%	
4 Tunnel .	Asheville	NC	28805	MH	28			205	205	77.1%	94.2%
0 Cedar Point yd.	Cedar Point	NC	28584	RV	27			336	324	100.0%	100.0%
18 Memory ne	Chocowinity	NC	27817	RV	132	8	54	400	322	100.0%	100.0%
95 Dimmette	Lenoir	NC	28645	RV	1077	400	360	447	74	100.%	
1 Fleming iry Road	Littleton	NC	27850	RV	69			235	99	100.0%	
52 US ghway West	Mocksville	NC	27028	RV	74			425	297	100.0%	100.0%
0 Red Barn ad	Newport	NC	28570	RV	92	6	51	735	615	100.0%	100.0%
7 Clement l Road	Contoocook	NH	03229	RV	40			190	104	100.0%	100.0%
Whitehall ad	South Hampton	NH	03827	RV	193	100		305	193	100.0%	100.0%
5 Corson vern Rd	Ocean View	NJ	08230	RV	162			401	146	100.0%	
1 Chestnut ck Rd	Port Republic	NJ	08241	RV	32			185	37	100.0%	
Route #9 x 1535	Swainton	NJ	08210	RV	75			549	191	100.0%	
5 ttachonts Rd	Accord	NY	12404	RV	184	94		398	41	100.0%	
Heath Road	Corinth	NY	12822	RV	200	54		500	286	100.0%	100.0%

5 E. Schroon over Road, O.											
x 431	Lake George	NY	12845	RV	178	30		576	20	100.0%	100.0%
0 Chapman ulevard	Manorville	NY	11949	MH	79	14	7	512	512	100.0%	100.0%
Brennan ach	Pulaski	NY	13142	RV	201			1,377	1,153	100.0%	100.0%
30 Schroon ver Rd	Warrensburg	NY	12885	RV	151			151	20	100.0%	
1 E. Maple ove Rd.	Bowmansville	PA	17507	RV	86			265	177	100.0%	
35 Turkey dge Road	Breinigsville	PA	18031	MH	149			595	595	91.3%	91.9%
00 Big ountain Rd	Dover	PA	17315	RV	124			265	33	100.0%	
#6,Box 27 Timothy ke Rd	East Stroudsburg	PA	18301	RV	65			327	16	100.0%	
#6,Box 27 Timothy ke Rd	East Stroudsburg	PA	18301	RV	98			323	43	100.0%	
11 llersville ad	Lancaster	PA	17603	RV	103			380	44	100.0%	
3 S. Mt. asant Rd	Lebanon	PA	17042	RV	196	20		297	35	100.0%	
9 Robin Hill .	Lenhartsville	PA	19534	RV	44			270	181	100.0%	

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Road	Manheim	PA	17545	RV	102			269	41	100.0%
Road	New Holland	PA	17557	RV	114			420	96	100.0%
Route 611	Scotrun	PA	18355	RV	66			178	51	100.0%
ive	Shartlesville	PA	19554	RV	86	30	200	357	141	100.0%
a Landing Dr	Fair Play	SC	29643	RV	73			192	9	100.0%
ay 17	Murrells Inlet	SC	29576	MH	35			172	172	98.3%
ground Rd	Yemassee	SC	29945	RV	10			93		
e Parkway	Chantilly	VA	22021	MH	82			500	500	94.4%
iew Circle	Colonial Beach	VA	22443	RV	76			146		100.0%
Creek Rd	Gladys	VA	24554	RV	170	59		222	15	100.0%
Lane	Gloucester	VA	23061	RV	282	80		392	96	100.0%
ur Neck Rd	Quinby	VA	23423	RV	839	178		233	13	100.0%
mbeau Drive	Williamsburg	VA	23188	RV	65			211	28	100.0%
					7,293	1,239	672	18,542	10,094	98.7%
Road 3916	Arley	AL	35541	RV	81	60	200	79	3	100.0%
Wing Road	Amboy	IL	61310	RV	286	100	600	668	355	100.0%

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ck Road	Belvidere	IL	61008	RV	131			126	64	100.0%
ver Road	Elgin	IL	60123	MH	111			617	617	66.6%
one Drive	Monee	IL	60449	MH	144	4		408	408	93.4%
Highway 46	Batesville	IN	47006	RV	545	159	318	1,000	182	100.0%
5 W.	Clinton	IN	47842	RV	289	96	96	123	2	100.0%
120	Howe	IN	46746	RV	137	5	50	501	210	100.0%
icago Road	New Carlisle	IN	46552	RV	13			91	65	100.0%
ood Ave.	Portage	IN	46368	MH	76			361	361	69.0%
moth Cave	Park City	KY	42160	RV	714	350	469	220		
l Bud Trail	Buchanan	MI	49107	RV	26	10		136		
ams Rd	Saint Claire	MI	48079	RV	210	100		229	15	100.0%
Pk. Ave. SW	Wyoming	MI	49509	MH	29			165	165	57.6%
reek Rd	Jefferson	OH	44047	RV	143	50		119	2	100.0%
30	Wilmington	OH	45177	RV	109	41		169	43	100.0%
Rd	Hohenwald	TN	38462	RV	672	140		531		
	Middleton	TN	38052	RV	254	124		339		
hway 110	Fremont	WI	54940	RV	98	5		325	61	100.0%
d. HH	Lyndon Station	WI	53944	RV	150	30		214	124	100.0%
do St.	Plymouth	WI	53073	RV	133			609	406	100.0%
in Road	Sturgeon Bay	WI	54235	RV	125			270	141	100.0%
owhead Road	Wisconsin Dells	WI	53965	RV	166	40	200	377	151	100.0%
					4,642	1,314	1,933	7,677	3,375	94.0%

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ewart Ave	Las Vegas	NV	89110	MH	43	353	353	64.3%
Sandhill Rd	Las Vegas	NV	89104	MH	39	299	299	80.9%
wain	Las Vegas	NV	89122	MH	37	263	263	95.8%
Flamingo Rd.	Las Vegas	NV	89147	MH	37	258	258	96.9%
nb Boulevard	Las Vegas	NV	89110	MH	40	293	293	80.2%

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Address	City	State	ZIP	MH/RV	Acres (c)	Develo- pable Acres (d)	Expansion Sites(e)	Total	Total	Annual	Ann
								Number of Sites as of 12/31/09	Number of Annual Sites as of 12/31/09	Site Occupancy as of 12/31/09	Occupancy as of 12/31/09
Boulder Highway	Las Vegas	NV	89121	RV	11			217	10	100.0%	
2000 West	Farr West	UT	84404	MH	46			314	314	93.3%	9
Redwood Rd	Salt Lake City	UT	84116	MH	19			121	121	84.3%	8
<b>Mexico Market</b>					272	0	0	2,118	1,911	87.0%	8
Columbia Valley	Lindell Beach	BC	V2R 4W6	RV	15			178	22	100.0%	
Century Dr	Bend	OR	97707	RV	289	100	145	351	10	100.0%	
Sandlake Rd	Cloverdale	OR	97112	RV	105			307	11	100.0%	
South Jetty Rd	Florence	OR	97439	RV	57			204	3	100.0%	
th Ave	Seaside	OR	97138	RV	80			251	14	100.0%	
23rd St	South Beach	OR	97366	RV	39			170	12	100.0%	
E Highway 26	Welches	OR	97067	RV	115	30	202	436	97	100.0%	10
S.E. Hwy 212	Clackamas	OR	97015	MH	21			156	156	96.8%	9
Green Acres Road	Eugene	OR	97408	MH	23			183	183	86.9%	8
E. Sandy Blvd.	Fairview	OR	97024	MH	21			137	137	94.9%	9
Harborview Rd	Blaine	WA	98230	RV	31			246	9	100.0%	
Darrk Ln	Bow	WA	98232	RV	311	200	600	251	10	100.0%	

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Centralia-Alpha	Chehalis	WA	98532	RV	309	85		360		
Russell Rd	Concrete	WA	98237	RV	63			179	4	100.0%
Snee Oosh Rd	La Conner	WA	98257	RV	106	5		319	19	100.0%
4 Chiwawa Loop	Leavenworth	WA	98826	RV	300	50		266	1	100.0%
Ben Howard Rd	Monroe	WA	98272	RV	45	2		136	1	100.0%
McCowen Rd	Newport	WA	99156	RV	360	119		520	6	100.0%
State Route 109	Oceana City	WA	98569	RV	16			84	6	100.0%
Rescent Bar Rd	Quincy	WA	98848	RV	14			115	2	100.0%
Willows Rd	Seaview	WA	98644	RV	17			144	3	100.0%
Tem Plant Rd	Silver Creek	WA	98585	RV	60			214	5	100.0%
SE 99th St	Snoqualmie	WA	98065	RV	20			163		
370th Street	Federal Way	WA	98003	MH	50			258	258	97.7%
					2467	591	947	5,628	969	98.9%
Highway 380 W	Bridgeport	TX	76426	RV	443	235		293	24	100.0%
Thousand Trails	Columbus	TX	78934	RV	218	51		132	24	100.0%
Thousand Trails Dr	Gordonville	TX	76245	RV	201	79		301	65	100.0%
Graham Road	Harlingen	TX	78552	RV	30			301	112	100.0%
Expressway 77	Harlingen	TX	78552	RV	60			563	300	100.0%
Trace Avenue	Harlingen	TX	78550	RV	84			1,027	403	100.0%
Loop 499	Harlingen	TX	78550	RV	112	74		531	108	100.0%
ttle Rd	Lakehills	TX	78063	RV	208	50		387	75	100.0%
	Mercedes	TX	78570	RV	49			493	175	100.0%

Mile 2 West

ains Co. Rd 1470	Point	TX	75472	RV	480	11	320	55	100.0%	
llock Rd	San Benito	TX	78586	RV	135	40	1,435	625	100.0%	10
outh Airport	Weslaco	TX	78596	RV	40		403	330	100.0%	10
outh Airport	Weslaco	TX	78596	RV	37		390	181	100.0%	10
ousand Trails Dr	Whitney	TX	76692	RV	403	158	261	46	100.0%	

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Address	City	State	ZIP	MH/RV	Acres (c)	Developable Acres (d)	Expansion Sites(e)	Total Number of Sites as of 12/31/09	Total Number of Annual Sites as of 12/31/09	Annual Site Occupancy as of 12/31/09	Annual Site Occupancy as of 12/31/08	
0 Old gomery	Willis	TX	77318	RV	129	30	300	363	125	100.0%		(b) \$
t					2629	728	300	7,200	2,648	100.00%	100.00%	\$
arkets					<b>31,638</b>	5,568	9,154	107,500	67,479	93.63%	92.59%	\$

- (a) Represents a former joint venture Property acquired in 2009.
- (b) Property is primarily designated for use by customers with right-to-use contracts. Annual sites, if any, as of 12/31/2008 have been omitted from the table, as the information would not provide meaningful comparisons.
- (c) Acres are approximate. Acreage for some recent acquisitions was estimated based upon 10 sites per acre.
- (d) Acres are approximate. There can be no assurance that developable acres will be developed. Development is contingent on many factors including, but not limited to, cost, ability to subdivide, accessibility, infrastructure needs, zoning, entitlement and topography.
- (e) Expansion sites are approximate and only represent sites that could be developed and is further dependent upon necessary approvals. Certain Properties with expansion sites noted may have vacancy and therefore, expansion sites may not be added.
- (f) Acres for this RV park are included in the acres for the adjacent manufactured home community listed directly above this Property.
- (g) Property not operated by the Company during all of 2009. Property is leased to a third party operator or was closed for all or a portion of 2009.

**Item 3. Legal Proceedings**

The legal proceedings disclosure is incorporated herein by reference from Note 18 in the Notes to Consolidated Financial Statements in this Form 10-K.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

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**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock is traded on the New York Stock Exchange ( NYSE ) under the symbol ELS. On February 23, 2010, the reported closing price per share of ELS common stock on the NYSE was \$48.86 and there were approximately 10,060 beneficial holders of record. The high and low sales prices and closing sales prices on the NYSE and distributions for our common stock during 2009 and 2008 are set forth in the table below:

	<b>Close</b>	<b>High</b>	<b>Low</b>	<b>Distributions Declared</b>
2009				
1st Quarter	\$ 38.10	\$ 42.44	\$ 28.34	\$ 0.250
2nd Quarter	37.18	46.28	33.56	0.250
3rd Quarter	42.79	47.47	34.09	0.300
4th Quarter	50.47	51.18	40.57	0.300
2008				
1st Quarter	\$ 49.37	\$ 52.26	\$ 39.77	\$ 0.200
2nd Quarter	44.00	53.64	43.62	0.200
3rd Quarter	53.03	56.00	40.93	0.200
4th Quarter	38.36	52.90	22.64	0.200

**Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total Number of Shares Purchased(a)</b>	<b>Average Price Paid per Share(a)</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs</b>
10/1/09-10/31/09			None	None
11/1/09-11/30/09	277	\$ 47.66	None	None
12/1/09-12/31/09	21,116	\$ 50.22	None	None

- (a) Of the common stock repurchased from October 1, 2009 through December 31, 2009, 21,393 shares were repurchased at the open market price and represent common stock surrendered to the Company to satisfy income tax withholding obligations due as a result of the vesting of Restricted Share Grants. Certain executive officers of the Company may from time to time adopt non-discretionary, written trading plans that comply with Commission Rule 10b5-1, or otherwise monetize their equity-based compensation. Commission Rule 10b5-1 provides executives with a method to monetize their equity-based compensation in an automatic and non-discretionary manner over time.



**Table of Contents****Item 6. Selected Financial Data**

The following table sets forth selected financial and operating information on a historical basis. The historical operating data has been derived from the historical financial statements of the Company. The following information should be read in conjunction with all of the financial statements and notes thereto included elsewhere in this Form 10-K.

**Equity LifeStyle Properties, Inc.****Consolidated Historical Financial Information**

	(1)Years Ended December 31,				
	2009	2008	2007	2006	2005
	(Amounts in thousands, except for per share and property data)				
<b>Property Operations:</b>					
Community base rental income	\$ 253,379	\$ 245,833	\$ 236,933	\$ 225,815	\$ 213,280
Resort base rental income	124,822	111,876	102,372	89,925	74,371
Right-to-use annual payments(2)	50,765	19,667			
Right-to-use contracts current period, gross(2)	21,526	10,951			
Right-to-use contracts, deferred, net of prior period amortization(2)	(18,882)	(10,611)			
Utility and other income	47,685	41,633	36,849	30,643	27,367
Property operating revenues	479,295	419,349	376,154	346,383	315,018
Property operating and maintenance	180,870	152,363	127,342	116,179	103,832
Real estate taxes	31,674	29,457	27,429	26,246	24,671
Sales and marketing, gross(2)	13,536	7,116			
Sales and marketing, deferred commissions, net(2)	(5,729)	(3,644)			
Property management	33,383	25,451	18,385	17,079	15,919
Property operating expenses (exclusive of depreciation shown separately below)	253,734	210,743	173,156	159,504	144,422
Income from property operations	225,561	208,606	202,998	186,879	170,596
<b>Home Sales Operations:</b>					
Gross revenues from home sales	7,136	21,845	33,333	61,247	66,014
Cost of home sales	(7,471)	(24,069)	(30,713)	(54,498)	(57,471)
Gross (loss) profit from home sales	(335)	(2,224)	2,620	6,749	8,543
Brokered resale revenues, net	758	1,094	1,528	2,129	2,714
Home selling expenses	(2,383)	(5,776)	(7,555)	(9,836)	(8,838)
Ancillary services revenues, net	2,745	1,197	2,436	3,027	2,227
Income (loss) from home sales operations and other	785	(5,709)	(971)	2,069	4,646
<b>Other Income and Expenses:</b>					



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Interest income	5,119	3,095	1,732	1,975	1,406
Income from other investments, net(3)	8,168	17,006	22,476	20,102	16,609
General and administrative	(22,279)	(20,617)	(15,591)	(12,760)	(13,624)
Rent control initiatives	(456)	(1,555)	(2,657)	(1,157)	(1,081)
Interest and related amortization	(98,311)	(99,406)	(103,070)	(103,161)	(100,712)
Loss on early debt retirement(4)		(24)			(20,630)
Depreciation on corporate assets	(1,039)	(390)	(437)	(410)	(804)
Depreciation on real estate and other costs	(69,049)	(66,193)	(63,554)	(60,276)	(55,608)
Total other expenses, net	(177,847)	(168,084)	(161,101)	(155,687)	(174,444)
Equity in income of unconsolidated joint ventures	2,896	3,753	2,696	3,583	6,508
Consolidated income from continuing operations	51,395	38,566	43,622	36,844	7,306
<b>Discontinued Operations:</b>					
Discontinued operations	181	257	289	520	1,927
Depreciation on discontinued operations				(84)	(410)
Gain (loss) from discontinued real estate	4,685	(79)	12,036	(192)	2,279
Income from discontinued operations	4,866	178	12,325	244	3,796
Consolidated net income	56,261	38,744	55,947	37,088	11,102
<b>(Income) loss allocated to non-controlling interests:</b>					
Common OP Units	(6,113)	(4,297)	(7,705)	(4,318)	539
Perpetual Preferred OP Units(5)	(16,143)	(16,144)	(16,140)	(16,138)	(13,974)
<b>Net income (loss) available for Common Shares</b>	<b>\$ 34,005</b>	<b>\$ 18,303</b>	<b>\$ 32,102</b>	<b>\$ 16,632</b>	<b>\$ (2,333)</b>

**Table of Contents****Equity LifeStyle Properties, Inc.****Consolidated Historical Financial Information (continued)**

	(1)As of December 31,				
	2009	2008	2007	2006	2005
	(Amounts in thousands, except for per share and property data)				
<b>Earnings per Common Share</b>					
<b>Basic:</b>					
Income (loss) from continuing operations	\$ 1.08	\$ 0.74	\$ 0.92	\$ 0.70	\$ (0.23)
Income from discontinued operations	\$ 0.15	\$ 0.01	\$ 0.41	\$ 0.01	\$ 0.13
Net income (loss) available for Common Shares	\$ 1.23	\$ 0.75	\$ 1.33	\$ 0.71	\$ (0.10)
<b>Earnings per Common Share Fully Diluted:</b>					
Income (loss) from continuing operations	\$ 1.07	\$ 0.74	\$ 0.90	\$ 0.68	\$ (0.23)
Income from discontinued operations	\$ 0.15	\$ 0.01	\$ 0.41	\$ 0.01	\$ 0.13
Net income (loss) available for Common Shares	\$ 1.22	\$ 0.75	\$ 1.31	\$ 0.69	\$ (0.10)
Distributions declared per Common Share outstanding	\$ 1.10	\$ 0.80	\$ 0.60	\$ 0.30	\$ 0.10
Weighted average Common Shares outstanding basic	27,582	24,466	24,089	23,444	23,081
Weighted average Common OP Units outstanding	5,075	5,674	5,870	6,165	6,285
Weighted average Common Shares outstanding fully diluted	32,944	30,498	30,414	30,241	29,366
<b>Balance Sheet Data:</b>					
Real estate, before accumulated depreciation(6)	\$ 2,538,215	\$ 2,491,021	\$ 2,396,115	\$ 2,337,460	\$ 2,152,567
Total assets	2,166,319	2,091,647	2,033,695	2,055,831	1,948,874
Total mortgages and loans	1,547,901	1,662,403	1,659,392	1,717,212	1,638,281
Non-controlling interests	200,000	200,000	200,000	200,000	200,000
Total equity(7)	254,427	96,234	88,717	59,912	41,895
<b>Other Data:</b>					
Funds from operations(8)	\$ 118,082	\$ 97,615	\$ 92,752	\$ 82,367	\$ 52,827
Total Properties (at end of period)	304	309	311	311	285
Total sites (at end of period)	110,575	112,211	112,779	112,956	106,337

(1) See the Consolidated Financial Statements of the Company contained in this Form 10-K. Certain revenue amounts reported in previously issued statements of operations have been reclassified in the attached statements of operations due to the Company's expansion of the related revenue activity.

Property operations, home sale operations, and other income and expenses are discussed in Item 7 contained in this Form 10-K.

- (2) New activity starting on August 14, 2008 due to the acquisition of the operations of Privileged Access, LP ( Privileged Access ).
- (3) Between November 10, 2004 and August 13, 2008, Income from other investments, net included rental income from the lease of membership Properties to Thousand Trails ( TT ) or its subsequent owner, Privileged Access. On August 14, 2008, the Company acquired substantially all of the assets and certain liabilities of Privileged Access, which included the operations of TT. The lease of membership Properties to TT was terminated upon closing. As a result of the lease termination, beginning August 14, 2008, Income from other investments, net no longer included rental income from the lease of membership Properties. See Note 2 (j) in the Notes to Consolidated Financial Statements contained in this Form 10-K.
- (4) On December 2, 2005, we refinanced approximately \$293 million of secured debt maturing in 2007 with an effective interest rate of 6.8% per annum. This refinanced debt was secured by two cross-collateralized loan pools consisting of 35 Properties. The transaction generated approximately \$337 million in proceeds from loans secured by individual mortgages on 20 Properties. The blended interest rate on the refinancing was approximately 5.3% per annum, and the loans mature in 2015. Transaction costs resulting from early debt retirement were approximately \$20.0 million.
- (5) During 2005, we issued \$25 million of 8.0625% Series D and \$50 million of 7.95% Series F Cumulative Redeemable Perpetual Preference Units to institutional investors. Proceeds were used to pay down amounts outstanding under the Company's lines of credit.
- (6) We believe that the book value of the Properties, which reflects the historical costs of such real estate assets less accumulated depreciation, is less than the current market value of the Properties.

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- (7) On June 29, 2009, we issued 4.6 million shares of common stock in an equity offering for proceeds of approximately \$146.4 million, net of offering costs.
- (8) Refer to Item 7 contained in this Form 10-K for information regarding why we present funds from operations and for a reconciliation of this non-GAAP financial measure to net income.

**Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion should be read in conjunction with Selected Financial Data and the historical Consolidated Financial Statements and Notes thereto appearing elsewhere in this Form 10-K.

***2009 Accomplishments***

Issued 4.6 million shares of common stock in an equity offering for proceeds of approximately \$146.4 million, net of offering costs.

Raised annual dividend to \$1.10 per share in 2009, up from \$0.80 per share in 2008.

Paid off 20 maturing mortgages totaling approximately \$106.7 million, funded with approximately \$107.5 million of new and refinanced debt on six properties.

***Overview and Outlook***

Occupancy in our Properties as well as our ability to increase rental rates directly affects revenues. Our revenue streams are predominantly derived from customers renting our sites on a long-term basis.

We have approximately 65,000 annual sites, approximately 8,900 seasonal sites, which are leased to customers generally for three to six months, and approximately 9,300 transient sites, occupied by customers who lease sites on a short-term basis. The revenue from seasonal and transient sites is generally higher during the first and third quarters. We expect to service over 100,000 customers at our transient sites and we consider this revenue stream to be our most volatile. It is subject to weather conditions, gas prices, and other factors affecting the marginal RV customer's vacation and travel preferences. Finally, we have approximately 24,300 sites designated as right-to-use sites which are primarily utilized to service the approximately 112,000 customers who own right-to-use contracts. We also have interests in Properties containing approximately 3,100 sites for which revenue is classified as Equity in income from unconsolidated joint ventures in the Consolidated Statements of Operations.

	<b>Total Sites as of Dec. 31, 2009 (Rounded to 000s)</b>
Community sites(1)	44,400
Resort sites:	
Annual	20,600
Seasonal	8,900
Transient	9,300
Right-to-use(2)	24,300
Joint Ventures(3)	3,100

110,600

- (1) Includes 165 sites from discontinued operations.
- (2) Includes approximately 2,500 sites rented on an annual basis.
- (3) Joint Venture income is included in Equity in income of unconsolidated joint ventures.

A significant portion of our rental agreements on community sites are directly or indirectly tied to published CPI statistics that are issued during June through September each year. We currently expect our 2010

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community base rental income to increase approximately 2% as compared to 2009. We have already notified approximately 65% of our community site customers with rent increases reflecting this revenue growth.

Our home sales volumes and gross profits have been declining since 2005. We believe that the disruption in the site-built housing market may be contributing to the decline in our home sales operations as potential customers are not able to sell their existing site-built homes as well as increased price sensitivity for seasonal and second homebuyers. We believe that our potential customers are also having difficulty obtaining financing on resort homes, resort cottages and RV purchases. There are few options for potential customers who seek to obtain manufactured home financing. The options that are available currently require at least a 5% down payment and interest rates ranging from approximately 8% to 13%. This is in contrast to purchasers of site-built homes, who own the underlying land and that may benefit from various government stimulus packages designed to keep interest rates and down payments low. The continued decline in homes sales activity resulted in our decision to significantly reduce our new homes sales operation during the last couple of months of 2008 and until such time as new home sales markets improve. We believe that renting our vacant new homes may represent an attractive source of occupancy and potentially convert to a new homebuyer in the future. We are also focusing on smaller, more energy efficient and more affordable homes in our manufactured home Properties. We also believe that some customers that are capable of purchasing are opting instead to rent due to the current economic environment.

Our rental operations have been increasing since 2007. For the year ended December 31, 2009, occupied manufactured home rentals increased to 1,753, or 93.3%, from 907 for the year ended December 31, 2007. Net operating income increased to approximately \$11.2 million in 2009 from approximately \$5.9 million in 2007. We believe that unlike the home sales business, at this time we compete effectively with other types of rentals (i.e. apartments). We are currently evaluating whether we want to continue to invest in additional rental units.

In our resort Properties, we continue to work on extending customer stays. We have had success converting transient customers to seasonal customers and seasonal customers to annual customers. We also have and continue to introduce low-cost products that focus on the installed base of almost eight million RV owners. Such products may include right-to-use contracts that entitle the purchasers to use certain properties (the Agreements ).

Several different Agreements are currently offered to new customers. These front-line Agreements are generally distinguishable from each other by the number of Properties a customer can access. The Agreements generally grant the customer the contractual right-to-use designated space within the Properties on a continuous basis for up to 14 days. The Agreements generally require nonrefundable upfront payments as well as annual payments.

Existing customers may be offered an upgrade Agreement from time-to-time. The upgrade Agreement is currently distinguishable from a new Agreement that a customer would enter into by (1) increased length of consecutive stay by 50% (i.e. up to 21 days); (2) ability to make earlier advance reservations; (3) discounts on rental units and (4) access to additional properties, which may include discounts at non-membership RV Properties. Each upgrade requires an additional nonrefundable upfront payment. The Company may finance the upfront nonrefundable payment under any Agreement.

***Government Stimulus***

In response to recent market disruptions, legislators and financial regulators implemented a number of mechanisms designed to add stability to the financial markets, including the provision of direct and indirect assistance to distressed financial institutions, assistance by the banking authorities in arranging acquisitions of weakened banks and broker-dealers, implementation of programs by the Federal Reserve to provide liquidity to the commercial paper markets and temporary prohibitions on short sales of certain financial institution securities. Numerous actions have been taken by the Federal Reserve, Congress, U.S. Treasury, the SEC and others to address the current liquidity and

credit crisis that has followed the sub-prime crisis that commenced in 2007. These measures include, but are not limited to various legislative and regulatory efforts, homeowner relief that encourages loan restructuring and modification; the establishment of significant liquidity

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and credit facilities for financial institutions and investment banks; the lowering of the federal funds rate, including two 50 basis point decreases in October of 2008; emergency action against short selling practices; a temporary guaranty program for money market funds; the establishment of a commercial paper funding facility to provide back-stop liquidity to commercial paper issuers; and coordinated international efforts to address illiquidity and other weaknesses in the banking sector. It is not clear at this time what impact these liquidity and funding initiatives of the Federal Reserve and other agencies that have been previously announced, and any additional programs that may be initiated in the future will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced, or on the U.S. banking and financial industries and the broader U.S. and global economies. The Company believes that programs intended to provide relief to current or potential site-built single family homeowners negatively impacts its business.

Further, the overall effects of the legislative and regulatory efforts on the financial markets is uncertain, and they may not have the intended stabilization effects. Should these legislative or regulatory initiatives fail to stabilize and add liquidity to the financial markets, our business, financial condition, results of operations and prospects could be materially and adversely affected. Even if legislative or regulatory initiatives or other efforts successfully stabilize and add liquidity to the financial markets, we may need to modify our strategies, businesses or operations, and we may incur increased capital requirements and constraints or additional costs in order to satisfy new regulatory requirements or to compete in a changed business environment. It is uncertain what effects recently enacted or future legislation or regulatory initiatives will have on us. Given the volatile nature of the current market disruption and the uncertainties underlying efforts to mitigate or reverse the disruption, we may not timely anticipate or manage existing, new or additional risks, contingencies or developments, including regulatory developments and trends in new products and services, in the current or future environment. Our failure to do so could materially and adversely affect our business, financial condition, results of operations and prospects.

### ***Insurance***

Approximately 70 Florida Properties suffered damage from the five hurricanes that struck the state during August and September 2004. As of January 27, 2010, the Company estimates its total claim to be approximately \$21.0 million. The Company has made claims for full recovery of these amounts, subject to deductibles. Through December 31, 2009, the Company has made total expenditures of approximately \$18.0 million. The Company has reserved approximately \$2.0 million related to these expenditures (\$0.7 million in 2005 and \$1.3 million in 2004). Approximately \$6.9 million of these expenditures have been capitalized per the Company's capitalization policy through December 31, 2009.

The Company has received proceeds from insurance carriers of approximately \$10.7 million through December 31, 2009. For the year ended December 31, 2009, approximately \$1.6 million has been recognized as a gain on insurance recovery, which is net of approximately \$0.3 million of legal fees and included in income from other investments, net. On June 22, 2007, the Company filed a lawsuit related to some of the unpaid claims against certain insurance carriers and its insurance broker. See Note 18 in the Notes to Consolidated Financial Statements contained in this Form 10-K for further discussion of this lawsuit.

### ***Supplemental Property Disclosure***

We provide the following disclosures with respect to certain assets:

*Tropical Palms* On July 15, 2008, Tropical Palms, a 541-site resort Property located in Kissimmee, Florida, was leased to a new operator for 12 years. The lease provides for an initial fixed annual lease payment of \$1.6 million, which escalates at the greater of CPI or 3%. Percentage rent payments are provided for beginning in 2010, subject to gross revenue floors. The Company will match the lessee's capital investment in new rental



units at the Property up to a maximum of \$1.5 million. The lessee will pay the Company additional rent equal to 8% per year on the Company's capital investment. The lease income recognized during the years ended December 31, 2009 and 2008 was approximately \$1.9 million and \$0.9 million, respectively, and is included in income from other investments, net. During the years ended December 31, 2009 and 2008, the Company spent approximately \$0.6 million and zero, respectively, to match the lessee's investment in new rental units at the Property.

**Table of Contents****Property Acquisitions, Joint Ventures and Dispositions**

The following chart lists the Properties or portfolios acquired, invested in, or sold since January 1, 2008:

<b>Property</b>	<b>Transaction Date</b>	<b>Sites</b>
<b>Total Sites as of January 1, 2008</b>		112,779
<b>Property or Portfolio (# of Properties in parentheses):</b>		
Grandy Creek(1)	January 14, 2008	179
Lake George Schroon Valley Resort(1)	January 23, 2008	151
<b>Expansion Site Development and other:</b>		
Sites added (reconfigured) in 2008		282
Sites added (reconfigured) in 2009		(1)
<b>Dispositions:</b>		
Morgan Portfolio JV(5)	2008	(1,134)
Round Top JV(1)	February 13, 2009	(319)
Pine Haven JV(1)	February 13, 2009	(625)
Caledonia(1)	April 17, 2009	(247)
Casa Village(1)	July 20, 2009	(490)
<b>Total Sites as of December 31, 2009</b>		110,575

Since December 31, 2007, the gross investment in real estate increased from \$2,396 million to \$2,538 million as of December 31, 2009, due primarily to the aforementioned acquisitions and dispositions of Properties during the period.

**Markets**

The following table identifies our five largest markets by number of sites and provides information regarding our Properties (excluding Properties owned through Joint Ventures and our 82 right-to-use Properties).

<b>Major Market</b>	<b>Number of Properties</b>	<b>Total Sites</b>	<b>Percent of Total Sites</b>	<b>Percent of Total Property Operating Revenues(1)</b>
Florida	81	35,277	42.4%	42.8%
Arizona	32	12,377	14.9%	13.0%
California	31	7,360	8.8%	17.2%
Texas	8	5,143	6.2%	2.2%
Colorado	10	3,454	4.1%	4.8%
Other	55	19,619	23.6%	20.0%
<b>Total</b>	<b>217</b>	<b>83,230</b>	<b>100.0%</b>	<b>100.0%</b>

- (1) Property operating revenues for this calculation excludes approximately \$75.3 million of property operating revenue from our right-to-use Properties.

***Critical Accounting Policies and Estimates***

Our consolidated financial statements have been prepared in accordance with U.S. GAAP, which require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures. We believe that the following critical accounting policies, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

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The FASB finalized the Codification of GAAP effective for periods ending on or after September 15, 2009. References to GAAP issued by the FASB are to the Codification. The Codification does not change how the Company accounts for its transactions or the nature of the related disclosures made.

### *Long-Lived Assets*

In accordance with the Statement of Financial Accounting Standards No. 141, *Business Combinations* ( SFAS No. 141 ), we allocated the purchase price of Properties we acquired on or prior to December 31, 2008 to net tangible and identified intangible assets acquired based on their fair values. In making estimates of fair values for purposes of allocating purchase price, we utilize a number of sources, including independent appraisals that may be available in connection with the acquisition or financing of the respective Property and other market data. We also consider information obtained about each Property as a result of our due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired.

For business combinations for which the acquisition date is on or after January 1, 2009, the purchase price of Properties will be in accordance with the Codification Topic *Business Combinations* ( FASB ASC 805 ) (prior authoritative guidance: Statement of Financial Accounting Standard No. 141R, *Business Combinations* ). FASB ASC 805 replaces SFAS No. 141 but retains the fundamental requirements set forth in SFAS No. 141 that the acquisition method of accounting (also known as the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. FASB ASC 805 replaces, with limited exceptions as specified in the statement, the cost allocation process in SFAS No. 141 with a fair value based allocation process.

We periodically evaluate our long-lived assets, including our investments in real estate, for impairment indicators. Our judgments regarding the existence of impairment indicators are based on factors such as operational performance, market conditions and legal factors. Future events could occur which would cause us to conclude that impairment indicators exist and an impairment loss is warranted.

Real estate is recorded at cost less accumulated depreciation. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets. We generally use a 30-year estimated life for buildings acquired and structural and land improvements (including site development), a ten-year estimated life for building upgrades and a five-year estimated life for furniture, fixtures and equipment. New rental units are generally depreciated using a 20-year estimated life from each model year down to a salvage value of 40% of the original costs. Used rental units are generally depreciated based on the estimated life of the unit with no estimated salvage value.

The values of above-and below-market leases are amortized and recorded as either an increase (in the case of below-market leases) or a decrease (in the case of above-market leases) to rental income over the remaining term of the associated lease. The value associated with in-place leases is amortized over the expected term, which includes an estimated probability of lease renewal. Expenditures for ordinary maintenance and repairs are expensed to operations as incurred and significant renovations and improvements that improve the asset and extend the useful life of the asset are capitalized over their estimated useful life.

### *Revenue Recognition*

The Company accounts for leases with its customers as operating leases. Rental income is recognized over the term of the respective lease or the length of a customer's stay, the majority of which are for a term of not greater than one year. We will reserve for receivables when we believe the ultimate collection is less than probable. Our provision for uncollectible rents receivable was approximately \$2.2 million and \$1.5 million as of December 31, 2009 and December 31, 2008, respectively.

The Company accounts for the sales of right-to-use contracts in accordance with the Codification Topic Revenue Recognition ( FASB ASC 605 ) (prior authoritative guidance: Staff Accounting Bulletin 104, Revenue Recognition in Consolidated Financial Statements, Corrected ). A right-to-use contract gives the customer the right to a set schedule of usage at a specified group of properties. Customers may choose to upgrade their contracts to increase their usage and the number of properties they may access. A contract

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requires the customer to make an upfront nonrefundable payment and annual payments during the term of the contract. The stated term of a right-to-use contract is generally three years and the customer may renew his contract by continuing to make the annual payments. The Company will recognize the upfront non-refundable payments over the estimated customer life which, based on historical attrition rates, the Company has estimated to be from one to 31 years. For example, we have currently estimated that 7.9% of customers who purchase a new right-to-use contract will terminate their contract after five years. Therefore, the upfront nonrefundable payments from 7.9% of the contracts sold in any particular period are amortized on a straight-line basis over a period of five years as the estimated customer life for 7.9% of our customers who purchase a contract is five years. The historical attrition rates for upgrade contracts are lower than for new contracts, and therefore, the nonrefundable upfront payments for upgrade contracts are amortized at a different rate than for new contracts. The decision to recognize this revenue in accordance with FASB ASC 605 was made after corresponding with the Office of the Chief Accountant at the SEC during September and October of 2008.

Right-to-use annual payments paid by customers under the terms of the right-to-use contracts are deferred and recognized ratably over the one-year period in which the services are provided.

Income from home sales is recognized when the earnings process is complete. The earnings process is complete when the home has been delivered, the purchaser has accepted the home and title has transferred.

### *Allowance for Doubtful Accounts*

Rental revenue from our tenants is our principal source of revenue and is recognized over the term of the respective lease or the length of a customer's stay, the majority of which are for a term of not greater than one year. We monitor the collectibility of accounts receivable from our tenants on an ongoing basis. We will reserve for receivables when we believe the ultimate collection is less than probable and maintain an allowance for doubtful accounts. An allowance for doubtful accounts is recorded during each period and the associated bad debt expense is included in our property operating and maintenance expense in our Consolidated Statements of Operations. The allowance for doubtful accounts is netted against rent and other customer receivables, net on our consolidated balance sheets. Our provision for uncollectible rents receivable was approximately \$2.2 million and \$1.5 million as of December 31, 2009 and December 31, 2008, respectively.

We may also finance the sale of homes to our customers through loans (referred to as Chattel Loans). The valuation of an allowance for doubtful accounts for the Chattel Loans is calculated based on delinquency trends and a comparison of the outstanding principal balance of each note compared to the N.A.D.A. (National Automobile Dealers Association) value and the current market value of the underlying manufactured home collateral. A bad debt expense is recorded in home selling expense in our Consolidated Statements of Operations. The allowance for doubtful accounts is netted against the notes receivables on our consolidated balance sheets. The allowance for these Chattel Loans as of December 31, 2009 and December 31, 2008 was \$0.3 million and \$0.2 million, respectively.

The Company may also finance the nonrefundable upfront payments on sales of right-to-use contracts (Contracts Receivable). Based upon historical collection rates and current economic trends, when a sale is financed a reserve is established for a portion of the Contracts Receivable balance estimated to be uncollectible. The allowance and the rate at which the Company provides for losses on its Contracts Receivable could be increased or decreased in the future based on the Company's actual collection experience. The allowance for these Contract Receivables as of December 31, 2009 and December 31, 2008 was \$1.2 million and \$0.3 million, respectively.

### *Variable Interest Entities*

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R), the current authoritative guidance of which is the Codification Topic Consolidation ( FASB ASC 810 ). FASB ASC 810 seeks to improve financial reporting by enterprises involved with variable interest entities. The Statement addresses the effects on certain provisions of FASB ASC 810-10-15, Variable Interest Entities, as a result of the elimination of the qualifying special-purpose entity concept in FASB Statement No. 166, Accounting for Transfers of Financial Assets. It also discusses the application of

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certain key provisions of FASB ASC 810-10-15, including those in which the accounting and disclosures under FASB ASC 810-10-15 do not always provide timely and useful information about an enterprise's involvement in a variable interest entity. This Statement is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter.

The Company will re-evaluate and apply the provisions of FASB ASC 810-10-15 to existing entities if certain events occur which warrant re-evaluation of such entities. In addition, the Company will apply the provisions of FASB ASC 810-10-15 to all new entities in the future. The Company also consolidates entities in which it has a controlling direct or indirect voting interest. The equity method of accounting is applied to entities in which the Company does not have a controlling direct or indirect voting interest, but can exercise influence over the entity with respect to its operations and major decisions. The cost method is applied when (i) the investment is minimal (typically less than 5%) and (ii) the Company's investment is passive.

### *Valuation of Financial Instruments*

The valuation of financial instruments under the Codification Topic Financial Instruments ( FASB ASC 825 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 107, Disclosures About Fair Value of Financial Instruments ) and the Codification Topic Derivatives and Hedging ( FASB ASC 815 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities ) requires us to make estimates and judgments that affect the fair value of the instruments. Where possible, we base the fair values of our financial instruments on listed market prices and third party quotes. Where these are not available, we base our estimates on other factors relevant to the financial instrument.

The Company currently does not have any financial instruments that require the application of FASB ASC 825 or FASB ASC 815.

### *Stock-Based Compensation*

The Company adopted the fair-value-based method of accounting for share-based payments effective January 1, 2003 using the modified prospective method described in FASB Statement No. 148, Accounting for Stock-Based Compensation-Transition and Disclosure . The Company adopted the Codification Topic Stock Compensation ( FASB ASC 718 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 123(R), Share Based Payment ) on July 1, 2005, which did not have a material impact on the Company's results of operations or its financial position. The Company uses the Black-Scholes-Merton formula to estimate the value of stock options granted to employees, consultants and directors.

### *Non-controlling Interests*

In December 2007, the FASB issued the Codification Topic Consolidation ( FASB ASC 810 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 160, Non-controlling Interests in Consolidated Financial Statements ), an amendment of Accounting Research Bulletin No. 51. FASB ASC 810 seeks to improve uniformity and transparency in reporting of the net income attributable to non-controlling interests in the consolidated financial statements of the reporting entity. The statement requires, among other provisions, the disclosure, clear labeling and presentation of non-controlling interests in the Consolidated Balance Sheets and Consolidated Statements of Operations. Per FASB ASC 810, a non-controlling interest is the portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. The ownership interests in the subsidiary that are held by owners other than the parent are non-controlling interests. Under FASB ASC 810, such non-controlling interests are reported on the consolidated balance sheets within equity, separately from the Company's equity. However, securities that are



redeemable for cash or other assets at the option of the holder, not solely within the control of the issuer, must be classified outside of permanent equity. This would result in certain outside ownership interests being included as redeemable non-controlling interests outside of permanent equity in the consolidated balance sheets. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to

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non-controlling interests for which the Company has a choice to settle the contract by delivery of its own shares, the Company considered the guidance in the Codification Topic Derivatives and Hedging Contracts in Entity's Own Equity ( FASB ASC 815-40 ) (prior authoritative guidance: EITF 00-19 Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock ) to evaluate whether the Company controls the actions or events necessary to issue the maximum number of shares that could be required to be delivered under share settlement of the contract.

In accordance with FASB ASC 810, effective January 1, 2009, the Company, for all periods presented, has reclassified the non-controlling interest for Common OP Units from the mezzanine section under Total Liabilities to the Equity section of the consolidated balance sheets. The caption Common OP Units on the consolidated balance sheets also includes \$0.5 million of private REIT Subsidiaries preferred stock. Based on the Company's analysis, Perpetual Preferred OP Units will remain in the mezzanine section. The presentation of income allocated to Common OP Units and Perpetual Preferred OP Units on the consolidated statements of operations has been moved to the bottom of the statement prior to Net income available to Common Shares.

***Off-Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements with any unconsolidated investments or joint ventures that we believe have or are reasonably likely to have a material effect on our financial condition, results of operations, liquidity or capital resources.

***Recent Accounting Pronouncements***

In May 2009, the FASB issued Statement of Financial Accounting Standards No. 165, Subsequent Events, the current authoritative guidance of which is the Codification Sub-Topic Subsequent Events ( FASB ASC 855-10 ). FASB ASC 855-10 seeks to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. The Statement sets forth the period and circumstances after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements. The Statement introduces the concept of financial statements being available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, that is, whether that date represents the date the financial statements were issued or were available to be issued. The Statement applies to interim or annual financial periods ending after June 15, 2009. The adoption of FASB ASC 855-10 has had no material effect on the Company's financial statements. Our management evaluated for subsequent events through the time of our filing on February 25, 2010.

**Table of Contents****Results of Operations*****Comparison of Year Ended December 31, 2009 to Year Ended December 31, 2008***

The following table summarizes certain financial and statistical data for the Property Operations for all Properties owned and operated for the same period in both years ( Core Portfolio ) and the Total Portfolio for the years ended December 31, 2009 and 2008 (amounts in thousands). The Core Portfolio may change from time-to-time depending on acquisitions, dispositions and significant transactions or unique situations. The Core Portfolio in this comparison of the year ended December 31, 2009 to December 31, 2008 includes all Properties acquired on or prior to December 31, 2007 and which were owned and operated by the Company during the year ended December 31, 2009.

	Core Portfolio				Total Portfolio			
	2009	2008	Increase/ (Decrease)	% Change	2009	2008	Increase/ (Decrease)	% Change
Community base rental income	\$ 253,379	\$ 245,833	\$ 7,546	3.1%	\$ 253,379	\$ 245,833	\$ 7,546	3.1%
Resort base rental income	105,601	104,304	1,297	1.2%	124,822	111,876	12,946	11.6%
Right-to-use annual payments					50,765	19,667	31,098	158.1%
Right-to-use contracts current period, gross					21,526	10,951	10,575	96.6%
Right-to-use contracts, deferred, net of prior period amortization					(18,882)	(10,611)	8,271	77.9%
Utility and other income	41,422	38,921	2,501	6.4%	47,685	41,633	6,052	14.5%
Property operating revenues	400,402	389,058	11,344	2.9%	479,295	419,349	59,946	14.3%
Property operating and maintenance	130,473	131,821	(1,348)	(1.0)%	180,870	152,363	28,507	18.7%
Real estate taxes	28,012	27,963	49	0.2%	31,674	29,457	2,217	7.5%
Sales and marketing, gross					13,536	7,116	6,420	90.2%
Sales and marketing, deferred commissions, net					(5,729)	(3,644)	(2,085)	(57.2)%
Property management	20,095	20,999	(904)	(4.3)%	33,383	25,451	7,932	31.2%
Property operating expenses	178,580	180,783	(2,203)	(1.2)%	253,734	210,743	42,991	20.4%
Income from property operations	\$ 221,822	\$ 208,275	\$ 13,547	6.5%	\$ 225,561	\$ 208,606	\$ 16,955	8.1%

***Property Operating Revenues***

The 2.9% increase in the Core Portfolio property operating revenues reflects (i) a 3.3% increase in rates for our community base rental income offset by a 0.2% decrease in occupancy, (ii) a 1.2% increase in revenues for our core resort base income comprised of an increase of 5.5% in annual revenues, offset by a 8.4% decrease in seasonal resort revenue and a 2.7% decrease in transient revenue, and (iii) an increase of 6.4% in core utility and other income primarily due to increased pass-throughs at certain Properties. The Total Portfolio property operating revenues increase of 14.3% is primarily due to the consolidation of the right-to-use Properties beginning August 14, 2008 as a result of the PA Transaction. The right-to-use annual payments represent the annual payments earned on right-to-use contracts acquired in the PA Transaction or sold since the PA

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Transaction on August 14, 2008. The right-to-use contracts current period, gross represents all right-to-use contract sales during the year. The right-to-use contracts, deferred represents the deferral of current period sales into future periods, offset by the amortization of revenue deferred in prior periods. See Note 2 (n) in the Notes to Consolidated Financial Statements contained in this Form 10-K.

***Property Operating Expenses***

The 1.2% decrease in property operating expenses in the Core Portfolio reflects a 1.0% decrease in property operating and maintenance expenses and a 4.3% decrease in property management expenses. Our Total Portfolio property operating and maintenance expenses and real estate taxes increased due to the consolidation of the right-to-use Properties beginning August 14, 2008 as a result of the PA Transaction. Total Portfolio sales and marketing expense are all related to the costs incurred for the sale of right-to-use contracts. Sales and marketing, deferred commissions, net represents commissions on right-to-use contract sales deferred until future periods to match the deferral of the right-to-use contract sales, offset by the amortization of prior period commission. Total Portfolio property management expenses primarily increased due to the PA Transaction.

***Home Sales Operations***

The following table summarizes certain financial and statistical data for the Home Sales Operations for the years ended December 31, 2009 and 2008 (amounts in thousands, except sales volumes).

	<b>2009</b>	<b>2008</b>	<b>Variance</b>	<b>% Change</b>
Gross revenues from new home sales	\$ 3,397	\$ 19,013	\$ (15,616)	(82.1)%
Cost of new home sales	(4,681)	(21,219)	16,538	77.9%
Gross loss from new home sales	(1,284)	(2,206)	922	41.8%
Gross revenues from used home sales	3,739	2,832	907	32.0%
Cost of used home sales	(2,790)	(2,850)	60	2.1%
Gross profit (loss) from used home sales	949	(18)	967	5,372.2%
Brokered resale revenues, net	758	1,094	(336)	(30.7)%
Home selling expenses	(2,383)	(5,776)	3,393	58.7%
Ancillary services revenues, net	2,745	1,197	1,548	129.3%
Income (loss) from home sales operations and other	\$ 785	\$ (5,709)	\$ 6,494	113.8%
<b>Home sales volumes:</b>				
New home sales(1)	113	378	(265)	(70.1)%
Used home sales(2)	747	407	340	83.5%
Brokered home resales	612	786	(174)	(22.1)%

(1) Includes third party home sales of 28 and 71 for the years ended December 31, 2009 and 2008, respectively.

(2) Includes third party home sales of seven and one for the years ended December 31, 2009 and 2008, respectively.

Income from home sales operations increased primarily as a result of lower home selling expenses and increased ancillary services revenues, net. Gross loss from new home sales was offset by profit from used home sales and resales. Gross loss from new home sales includes an increase in inventory reserve of approximately \$0.9 million. The increase in used home sales profit and volumes is primarily due to sales of resort cottages at the right-to-use Properties. Home selling expenses for 2009 have decreased compared to 2008 as a result of lower new home sales volumes and decreased advertising costs. Ancillary services revenues, net, increased primarily due to the inclusion of the ancillary activities of the right-to-use Properties consolidated by the Company as of August 14, 2008.

**Table of Contents*****Rental Operations***

The following table summarizes certain financial and statistical data for manufactured home Rental Operations for the years ended December 31, 2009 and 2008 (dollars in thousands). Except as otherwise noted, the amounts below are included in Ancillary services revenue, net, in the Home Sales Operations table in previous section.

	<b>2009</b>	<b>2008</b>	<b>Variance</b>	<b>% Change</b>
Manufactured homes:				
New Home	\$ 6,570	\$ 3,870	\$ 2,700	69.8%
Used Home	9,187	7,100	2,087	29.4%
Rental operations revenue(1)	15,757	10,970	4,787	43.6%
Property operating and maintenance	2,036	2,022	14	0.7%
Real estate taxes	176	127	49	38.6%
Rental operations expenses	2,212	2,149	63	2.9%
Income from rental operations	13,545	8,821	4,724	53.6%
Depreciation	(2,361)	(1,222)	(1,139)	(93.2)%
Income from rental operations, net of depreciation	\$ 11,184	\$ 7,599	\$ 3,585	47.2%
Number of occupied rentals new, end of period	595	433	162	37.4%
Number of occupied rentals used, end of period	1,158	799	359	44.9%

(1) Approximately \$11.9 million and \$8.4 million as of December 31, 2009 and 2008, respectively, are included in Community base rental income in the Property Operations table.

The increase in income from rental operations and depreciation expense is primarily due to the increase in the number of occupied rentals.

***Other Income and Expenses***

The following table summarizes other income and expenses for the years ended December 31, 2009 and 2008 (amounts in thousands).

	<b>2009</b>	<b>2008</b>	<b>Variance</b>	<b>% Change</b>
Interest income	\$ 5,119	\$ 3,095	\$ 2,024	65.4%
Income from other investments, net	8,168	17,006	(8,838)	(52.0)%
General and administrative	(22,279)	(20,617)	(1,662)	(8.1)%
Rent control initiatives	(456)	(1,555)	1,099	70.7%
Interest and related amortization	(98,311)	(99,430)	1,119	1.1%
Depreciation on corporate assets	(1,039)	(390)	(649)	(166.4)%
Depreciation on real estate and other costs	(69,049)	(66,193)	(2,856)	(4.3)%

Total other expenses, net	\$ (177,847)	\$ (168,084)	\$ (9,763)	(5.8)%
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Interest income is higher primarily due to interest income on Contracts Receivable purchased on August 14, 2008 in the PA Transaction or originated after the PA Transaction. Income from other investments, net, decreased primarily due to lower Privileged Access lease income of \$14.9 million received during 2008 offset by the following incremental increases in 2009: \$1.1 million of insurance proceeds, \$1.1 million in Tropical Palms lease payments, Caledonia sale and Caledonia lease income of \$1.0 million, and net RPI and TTMSI income of \$1.9 million. General and administrative expense increased primarily due to higher payroll, professional fees, and rent and utilities. General and administrative in 2009 includes approximately \$0.4 million of costs related to



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transactions required to be expensed in accordance with FASB ASC 805. Prior to 2009, such costs were capitalized in accordance with SFAS No. 141.

The Company has determined that certain depreciable assets acquired during years prior to 2009 were inadvertently omitted from prior year depreciation expense calculations. Since the total amounts involved were immaterial to the Company's financial position and results of operations, the Company has decided to record additional depreciation expense in 2009 to reflect this adjustment. As a result, the year ended December 31, 2009 includes approximately \$1.8 million of prior period depreciation expense.

**Equity in Income of Unconsolidated Joint Ventures**

For the year ended December 31, 2009, equity in income of unconsolidated joint ventures decreased \$0.9 million primarily due to a \$1.1 million gain in 2009 on the sale of our 25% interest in two Diversified Portfolio joint ventures, offset by a \$0.6 million gain in 2008 on the payoff of our share of seller financing in excess of basis on one Lakeshore investment, and a gain of \$1.6 million in 2008 on the sale of our interest in four Morgan joint venture Properties in 2008.

**Comparison of Year Ended December 31, 2008 to Year Ended December 31, 2007**

The following table summarizes certain financial and statistical data for the Property Operations for all Properties owned and operated for the same period in both years ( Core Portfolio ) and the Total Portfolio for the years ended December 31, 2008 and 2007 (amounts in thousands). The Core Portfolio may change from time-to-time depending on acquisitions, dispositions and significant transactions or unique situations. The Core Portfolio in this comparison of the year ended December 31, 2008 to December 31, 2007 includes all Properties acquired on or prior to December 31, 2006 and which were owned and operated by the Company during the year ended December 31, 2008.

	Core Portfolio				Total Portfolio			
	2008	2007	Increase/ (Decrease)	% Change	2008	2007	Increase/ (Decrease)	% Change
Community base rental income	\$ 245,833	\$ 236,933	\$ 8,900	3.8%	\$ 245,833	\$ 236,933	\$ 8,900	3.8%
Resort base rental income	98,884	95,895	2,989	3.1%	111,876	102,372	9,504	9.3%
Right-to-use annual payments					19,667		19,667	100.0%
Right-to-use contracts current period, gross					10,951		10,951	100.0%
Right-to-use contracts, deferred, net of prior period amortization					(10,611)		(10,611)	(100.0)%
Utility and other income	38,389	36,380	2,009	5.5%	41,633	36,849	4,784	13.0%
Property operating revenues	383,106	369,208	13,898	3.8%	419,349	376,154	43,195	11.5%
Property operating and maintenance	128,738	123,656	5,082	4.1%	152,363	127,342	25,021	19.6%

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Real estate taxes	27,434	27,046	388	1.4%	29,457	27,429	2,028	7.4%
Sales and marketing, gross					7,116		7,116	100.0%
Sales and marketing, deferred commissions, net					(3,644)		(3,644)	(100.0)%
Property management	20,293	18,147	2,146	11.8%	25,451	18,385	7,066	38.4%
Property operating expenses	176,465	168,849	7,616	4.5%	210,743	173,156	37,587	21.7%
Income from property operations	\$ 206,641	\$ 200,359	\$ 6,282	3.1%	\$ 208,606	\$ 202,998	\$ 5,608	2.8%

**Table of Contents*****Property Operating Revenues***

The 3.8% increase in the Core Portfolio property operating revenues reflects (i) a 3.7% increase in rates for our community base rental income combined with a 0.1% increase in occupancy, (ii) a 3.1% increase in revenues for our resort base income comprised of an increase of 6.9% in annual and 2.8% in seasonal resort revenue, offset by a decrease of 8.5% in transient revenue, and (iii) an increase of 5.5% in utility and other income primarily due to increased pass-throughs at certain Properties. The Total Portfolio property operating revenues increase of 11.5% was primarily due to the consolidation of the right-to-use Properties beginning August 14, 2008 as a result of the PA Transaction. The right-to-use annual payments represent the annual payments earned on right-to-use contracts acquired in the PA Transaction or sold since the PA Transaction on August 14, 2008. The right-to-use contracts current period, gross represents all right-to-use contract sales since the PA Transaction. The right-to-use contracts, deferred represents the deferral of current period sales into future periods. See Note 2 (n) in the Notes to Consolidated Financial Statements contained in this Form 10-K.

***Property Operating Expenses***

The 4.5% increase in property operating expenses in the Core Portfolio reflects a 4.1% increase in property operating and maintenance expenses and a 11.8% increase in property management expenses. The Core property operating and maintenance expense increase is primarily due to payroll and utility expenses. Our Total Portfolio property operating and maintenance expenses increased by 21.7% due to the consolidation of the right-to-use Properties beginning August 14, 2008 as a result of the PA Transaction. Total Portfolio sales and marketing expense, including commissions, are all related to the costs incurred for the sale of right-to-use contracts since the PA Transaction on August 14, 2008. Total Portfolio property management expenses primarily increased due to the PA Transaction and the increase in computer software costs. The sales and marketing, deferred commissions, net represents commissions on right-to-use contract sales deferred until future periods to match the deferral of the right-to-use contract sales.

***Home Sales Operations***

The following table summarizes certain financial and statistical data for the Home Sales Operations for the years ended December 31, 2008 and 2007 (amounts in thousands, except sales volumes).

	<b>2008</b>	<b>2007</b>	<b>Variance</b>	<b>% Change</b>
Gross revenues from new home sales	\$ 19,013	\$ 31,116	\$ (12,103)	(38.9)%
Cost of new home sales	(21,219)	(28,067)	6,848	(24.4)%
Gross (loss) profit from new home sales	(2,206)	3,049	(5,255)	(172.4)%
Gross revenues from used home sales	2,832	2,217	615	27.7%
Cost of used home sales	(2,850)	(2,646)	(204)	(7.7)%
Gross loss from used home sales	(18)	(429)	411	95.8%
Brokered resale revenues, net	1,094	1,528	(434)	(28.4)%
Home selling expenses	(5,776)	(7,555)	1,779	23.5%
Ancillary services revenues, net	1,197	2,436	(1,239)	(50.9)%
Loss from home sales operations and other	\$ (5,709)	\$ (971)	\$ (4,738)	(488.0)%

**Home sales volumes:**

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New home sales(1)	378	440	(62)	(14.1)%
Used home sales(2)	407	296	111	37.5%
Brokered home resales	786	967	(181)	(18.7%)

(1) Includes third party home sales of 71 and 45 for the years ended December 31, 2008 and 2007, respectively.

(2) Includes third party home sales of one and nine for the years ended December 31, 2008 and 2007, respectively.

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Loss from home sales operations increased as a result of lower new and brokered resale volumes, lower gross profits per home sold and the write-off of inventory home rebate receivable. The decrease in home selling expenses is primarily due to lower sales volumes and decreased advertising costs. During the year ended December 31, 2008, the Company reclassified all of its new and used manufactured home inventory to Buildings and other depreciable property. The homes were reclassified as the Company expects to rent the homes due to the decline in home sales. Ancillary service revenues, net decreased by 50.9% primarily due to \$1.2 million of depreciation on new and used rental homes.

**Rental Operations**

During the year ended December 31, 2008, \$57.8 million of manufactured home inventory, including reserves of approximately \$0.8 million, was reclassified to Buildings and other depreciable property on our Consolidated Balance Sheets. The inventory moved included all new and used manufactured home inventory, which the Company is primarily renting. The following table summarizes certain financial and statistical data for manufactured home Rental Operations for the years ended December 31, 2008 and 2007 (dollars in thousands). Except as otherwise noted, the amounts below are included in Ancillary services revenue, net in the Home Sales Operations table in previous section.

	<b>2008</b>	<b>2007</b>	<b>Variance</b>	<b>% Change</b>
Manufactured homes:				
New Home Revenues	\$ 3,870	\$ 1,596	\$ 2,274	142.5%
Used Home Revenues	7,100	5,446	1,654	30.4%
Rental operations revenue(1)	10,970	7,042	3,928	55.8%
Property operating and maintenance	2,022	1,105	917	83.0%
Real estate taxes	127	67	60	89.6%
Rental operations expenses	2,149	1,172	977	83.4%
Income from rental operations	8,821	5,870	2,951	50.3%
Depreciation	(1,222)		(1,222)	(100.0)%
Income from rental operations, net of depreciation	\$ 7,599	\$ 5,870	\$ 1,729	29.5%
Number of occupied rentals new, end of period	433	191	242	126.7%
Number of occupied rentals used, end of period	799	716	83	11.6%

(1) Approximately \$8.4 million and \$5.4 million as of December 31, 2008 and 2007, respectively, are included in Community base rental income in the Property Operations table.

The increase in rental operations revenue and expenses is primarily due to the increase in the number of occupied rentals. The increase in depreciation is due to the depreciation of the rental units starting during 2008 after being reclassified to Buildings and other depreciable property.

**Table of Contents*****Other Income and Expenses***

The following table summarizes other income and expenses for the years ended December 31, 2008 and 2007 (amounts in thousands).

	2008	2007	Variance	% Change
Interest income	\$ 3,095	\$ 1,732	\$ 1,363	78.7%
Income from other investments, net	17,006	22,476	(5,470)	(24.3)%
General and administrative	(20,617)	(15,591)	(5,026)	(32.2)%
Rent control initiatives	(1,555)	(2,657)	1,102	41.5%
Interest and related amortization	(99,430)	(103,070)	3,640	3.5%
Depreciation on corporate assets	(390)	(437)	47	10.8%
Depreciation on real estate assets	(66,193)	(63,554)	(2,639)	(4.2)%
Total other expenses, net	\$ (168,084)	\$ (161,101)	\$ (6,983)	(4.3)%

Interest income is higher primarily due to interest income on Contracts Receivable purchased in the PA Transaction. Income from other investments, net decreased due to the reduction in Privileged Access lease payments of \$4.6 million and a \$0.9 million write off of a Privileged Access restatement bonus. General and administrative expense increased due to higher compensation cost increases, including the Long-term Incentive Plan, of \$3.8 million and increased professional fees of \$0.8 million. Rent control initiatives decreased as a result of the refunding of \$0.4 million in legal fees from 21st Mortgage Corporation suit in 2008 as well as a decrease in trial activity compared to 2007 (see Note 18 in the Notes to Consolidated Financial Statements contained in this Form 10-K). Interest and related amortization decreased due to lower interest rates and amounts outstanding. Depreciation on real estate assets includes \$0.8 million of unamortized lease costs expensed related to the termination of the Privileged Access leases.

***Equity in Income of Unconsolidated Joint Ventures***

For the year ended December 31, 2008, equity in income of unconsolidated joint ventures increased \$1.1 million primarily due to a \$0.6 million gain on the payoff of our share of seller financing in excess of our basis on one Lakeshore investment, and a gain of \$1.6 million on the sale of our interest in four Morgan joint venture Properties. The increase was offset by distributions received in 2007 from three joint ventures relating to debt financings by the joint ventures. These distributions exceeded the Company's basis and were included in income from unconsolidated joint ventures in 2007. In addition, 2007 included activity at nine former joint ventures, which have been purchased by the Company.

**Liquidity and Capital Resources*****Liquidity***

As of December 31, 2009, the Company had \$145.1 million in cash and cash equivalents primarily held in treasury reserve accounts, and \$370.0 million available on its lines of credit. The increase in the cash balance during the year ended December 31, 2009 is primarily due to \$146.4 million of net proceeds generated from the sale of 4.6 million shares of our common stock in a public offering that closed on June 29, 2009. The Company expects to meet its short-term liquidity requirements, including its distributions, generally through its working capital, net cash provided

by operating activities, proceeds from the sale of Properties and availability under the existing lines of credit. The Company expects to meet certain long-term liquidity requirements such as scheduled debt maturities, property acquisitions and capital improvements by use of its current cash balance, long-term collateralized and uncollateralized borrowings including borrowings under its existing lines of credit and the issuance of debt securities or additional equity securities in the Company, in addition to net cash provided by operating activities. During 2009 and 2008, we received financing proceeds from Fannie Mae secured by mortgages on individual manufactured home Properties. The terms of the Fannie Mae financings were relatively attractive as compared to other potential lenders. If financing proceeds are no longer available from Fannie Mae for any reason or if Fannie Mae terms are no longer attractive, it may adversely affect cash flow

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and our ability to service debt and make distributions to stockholders. The Company has approximately \$183 million of scheduled debt maturities in 2010 (excluding scheduled principal payments on debt maturing in 2011 and beyond). The Company expects to satisfy its 2010 maturities with its existing cash balance and approximately \$64.2 million of new financing proceeds we expect to receive in 2010.

The table below summarizes cash flow activity for the years ended December 31, 2009, 2008 and 2007 (amounts in thousands).

	<b>For the Twelve Months Ended</b>		
	<b>December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
Net cash provided by operating activities	\$ 150,389	\$ 113,890	\$ 122,791
Net cash used in investing activities	(34,756)	(33,104)	(25,604)
Net cash used in financing activities	(15,817)	(41,259)	(93,007)
Net increase in cash and cash equivalents	\$ 99,816	\$ 39,527	\$ 4,180

**Operating Activities**

Net cash provided by operating activities increased \$36.5 million for the year ended December 31, 2009 from \$113.9 million for the year ended December 31, 2008. The increase in 2009 is primarily due to increases in income from property operations, income from home sales operations and increases in our deferred revenue from the sale of right-to-use contracts. Net cash provided by operating activities decreased \$8.9 million for the year ended December 31, 2008 from \$122.8 million for the year ended December 31, 2007. This decrease reflects increases in property operating income and interest income, offset by an increase in depreciation expense, decreases in income from other investments, net, and home sales.

**Investing Activities**

Net cash used in investing activities reflects the impact of the following investing activities:

***Acquisitions******2009 Acquisitions***

On February 13, 2009, the Company acquired the remaining 75% interests in three Diversified Portfolio joint ventures known as (i) Robin Hill, a 270-site property in Lenhartsville, Pennsylvania, (ii) Sun Valley, a 265-site property in Brownsville, Pennsylvania, and (iii) Plymouth Rock, a 609-site property in Elkhart Lake, Wisconsin. The gross purchase price was approximately \$19.2 million, and we assumed mortgage loans of approximately \$12.9 million with a value of approximately \$11.9 million and a weighted average interest rate of 6% per annum.

On August 31, 2009, the Company acquired an internet and media based advertising business located in Orlando, Florida for approximately \$3.7 million.

***2008 Acquisitions***



During the year ended December 31, 2008, we acquired two Properties (see Note 5 in the Notes to Consolidated Financial Statements contained in this Form 10-K). The combined investment in real estate for the acquisitions and investments was approximately \$3.9 million and was funded with withdrawals of \$2.1 million from our tax-deferred exchange account and borrowings from our lines of credit. The Company also acquired substantially all of the assets and certain liabilities of Privileged Access for an unsecured note payable of \$2.0 million. Prior to the purchase, Privileged Access had a 12-year lease with the Company for 82 Properties that terminated upon closing. The \$2.0 million unsecured note payable accrued interest at 10% per annum and was paid off December 17, 2009.

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*2007 Acquisitions*

During the year ended December 31, 2007, we acquired three Properties and acquired the remaining 75% interest in two joint ventures (see Note 5 in the Notes to Consolidated Financial Statements contained in this Form 10-K). The combined investment in real estate for the acquisitions and investments was approximately \$36.1 million and was funded with new financing of \$8.7 million, withdrawals of \$18.1 million from our tax-deferred exchange account, and borrowings from our lines of credit.

*Dispositions*

On February 13, 2009, the Company sold its 25% interest in two Diversified Portfolio joint ventures known as (i) Pine Haven, a 625-site property in Ocean View, New Jersey and (ii) Round Top, a 319-site property in Gettysburg, Pennsylvania. A gain on sale of approximately \$1.1 million was recognized during the quarter ended March 31, 2009 and is included in Equity in income of unconsolidated joint ventures.

On April 17, 2009, we sold Caledonia, a 247-site Property in Caledonia, Wisconsin, for proceeds of approximately \$2.2 million. The Company recognized a gain on sale of approximately \$0.8 million which is included in Income from other investments, net. In addition, we received approximately \$0.3 million of deferred rent due from the previous tenant.

On July 20, 2009, we sold Casa Village, a 490-site Property in Billings, Montana for a stated purchase price of approximately \$12.4 million. The buyer assumed \$10.6 million of mortgage debt that had a stated interest rate of 6.02% and was schedule to mature in 2013. The Company recognized a gain on the sale of approximately \$5.1 million. Cash proceeds from the sale, net of closing costs were approximately \$1.1 million.

During the year ended December 31, 2008, the Company sold its 25% interest in the following properties, Newpoint in New Point, Virginia, Virginia Park in Old Orchard Beach, Maine, Club Naples in Naples, Florida, and Gwynn s Island in Gwynn, Virginia, four properties held in the Morgan Portfolio, for approximately \$2.1 million. A gain on sale of approximately \$1.6 million was recognized. The Company also received approximately \$0.3 million of escrowed funds related to the purchase of five Morgan Properties in 2005.

During year ended December 31, 2007, we sold three Properties for approximately \$23.7 million. The Company recognized a gain of approximately \$12.1 million. In order to partially defer the taxable gain on the sales, the sales proceeds, net of an eligible distribution of \$2.4 million, were deposited in a tax-deferred exchange account. The proceeds from the sales were subsequently used in the like-kind acquisitions of four Properties.

We currently have one all-age Property, known as Creekside, held for disposition. On December 29, 2009, a deed-in-lieu of foreclosure agreement, signed by the Company was sent to the loan servicer regarding our nonrecourse mortgage loan of approximately \$3.6 million secured by Creekside. See Note 18 in the Notes to Consolidated Financial Statements contained in this Form 10-K.

The operating results of all properties sold or held for disposition have been reflected in the discontinued operations of the Consolidated Statements of Operations contained in this Form 10-K.

*Notes Receivable Activity*

The notes receivable activity during the year ended December 31, 2009 of \$0.4 million in cash inflow reflects net repayments of \$0.5 million from our Chattel Loans, net repayments of \$1.6 million from our Contract Receivables and a net outflow of \$1.7 million on other notes receivable.

The notes receivable activity during the year ended December 31, 2008 of \$1.3 million in cash outflow reflects net lending of \$2.8 million from our Chattel Loans and no net impact from our Contract Receivables. Contracts Receivable purchased in the PA Transaction contributed a net \$19.6 million increase in non-cash inflow.

**Table of Contents*****Investments in and distributions from unconsolidated joint ventures***

During the year ended December 31, 2009, the Company received approximately \$2.9 million in distributions from our joint ventures. Approximately \$2.9 million of these distributions were classified as a return on capital and were included in operating activities. Of these distributions, approximately \$1.1 million relates to the gain on sale of the Company's 25% interest in two Diversified joint ventures.

During the year ended December 31, 2008, the Company invested approximately \$5.7 million in its joint ventures to increase the Company's ownership interest in Voyager RV Resort to 50% from 25%. The Company also received approximately \$0.4 million held for the initial investment in one of the Morgan Properties.

During the year ended December 31, 2008, the Company received approximately \$4.2 million in distributions from our joint ventures. Approximately \$3.7 million of these distributions were classified as return on capital and were included in operating activities. The remaining distributions of approximately \$0.5 million were classified as a return of capital and were included in investing activities.

During the year ended December 31, 2007, the Company invested approximately \$2.7 million in developing one of the Bar Harbor joint venture Properties, which resulted in an increase of the Company's ownership interest per the joint venture agreement. As of December 31, 2007, the Bar Harbor joint venture was consolidated with the operations of the Company as the Company determined that as of December 31, 2007 we were the primary beneficiary by applying the standards of FIN 46R. This consolidation had decreased the Company's investment in joint venture approximately \$11.1 million, with an offsetting increase in investment in real estate.

During the year ended December 31, 2007, the Company received approximately \$5.2 million in distributions from our joint ventures. \$5.1 million of these distributions were classified as return on capital and were included in operating activities. The remaining distributions of approximately \$0.1 million were classified as a return of capital and were included in investing activities and were related to refinancings at three of our joint venture Properties. Approximately \$2.5 million of the distributions received exceeded the Company's basis in its joint venture and as such were recorded in income from unconsolidated joint ventures.

In addition, the Company recorded approximately \$2.9 million, \$3.8 million and \$2.7 million of net income from joint ventures, net of \$1.3 million, \$1.8 million and \$1.4 million of depreciation, in the years ended December 31, 2009, 2008 and 2007, respectively.

Due to the Company's inability to control the joint ventures, the Company accounts for its investment in the joint ventures using the equity method of accounting.

***Capital improvements***

The table below summarizes capital improvements activity for the years ended December 31, 2009, 2008, and 2007 (amounts in thousands).

	<b>For the Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
Recurring Cap Ex(1)	\$ 17,415	\$ 15,319	\$ 14,458
New construction expansion	818	850	2,059
New construction upgrades(2)	2,874	4,869	3,316

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Home site development(3)	8,185	5,414	7,421
Hurricane related		66	1,512
Total Property	29,292	26,518	28,766
Corporate(4)	1,584	198	618
Total Capital improvements	\$ 30,876	\$ 26,716	\$ 29,384

(1) Recurring capital expenditures ( Recurring CapEx ) are primarily comprised of common area improvements, furniture, and mechanical improvements.

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- (2) New construction upgrades primarily represents costs to improve and upgrade Property infrastructure or amenities.
- (3) Home site development includes acquisitions of or improvements to rental units for the year ended December 31, 2009. Acquisitions of or improvements to rental units in the years ended December 31, 2008 and 2007 were included in Inventory changes on our Consolidated Statements of Cash Flow.
- (4) Includes approximately \$1.2 million spent to renovate the corporate headquarters, of which approximately \$0.9 million was reimbursed by the landlord as a tenant allowance.

**Financing Activities**

Net cash used in financing activities reflects the impact of the following:

***Mortgages and Credit Facilities***

**Financing, Refinancing and Early Debt Retirement**

*2009 Activity*

During the year ended December 31, 2009, the Company closed on approximately \$107.5 million of new financing, on six manufactured home properties, with a weighted average interest rate of 6.32% that mature in 10 years. We used the proceeds from the financing to pay-off approximately \$106.7 million on 20 Properties, with a weighted average interest rate of 7.36%.

On February 13, 2009, in connection with the acquisition of the remaining 75% interests in the Diversified Portfolio joint venture, we assumed mortgages of approximately \$11.9 million with a weighted average interest rate of 5.95% and weighted average maturity of five years.

On December 17, 2009, the Company paid off the \$2 million unsecured note payable to Privileged Access.

*2008 Activity*

During the year ended December 31, 2008, the Company closed on approximately \$231.0 million of new financing on 15 manufactured home Properties, with a weighted average interest rate of 6.01% that mature in 10 years. We used the proceeds from the financing to pay-off approximately \$245.8 million on 28 Properties, with a weighted average interest rate of 5.54%.

*2007 Activity*

During the year ended December 31, 2007, the Company completed the following transactions:

Paid off approximately \$19.0 million of mortgage debt on four manufactured home Properties.

In connection with the acquisition of Mesa Verde, during the first quarter of 2007, the Company assumed \$3.5 million in mortgage debt bearing interest at 4.94% per annum and was repaid in May 2008.

In connection with the acquisition of Winter Garden, during the second quarter of 2007, the Company assumed \$4.0 million in mortgage debt bearing interest at 4.3% per annum and was repaid in August 2008.

In September 2007, we amended our existing unsecured Lines of Credit ( LOC ) to expand our borrowing capacity from \$275 million to \$370 million. The lines of credit continue to accrue interest at LIBOR plus a maximum of 1.20% per annum, have a 0.15% facility fee, mature on June 30, 2010, and have a one-year extension option. We incurred commitment and arrangement fees of approximately \$0.3 million to increase our borrowing capacity.

### **Secured Property Debt**

As of December 31, 2009, our secured long-term debt balance was approximately \$1.6 billion, with a weighted average interest rate in 2009 of approximately 6.1% per annum. The debt bears interest at rates

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between 5.0% and 10.0% per annum and matures on various dates primarily ranging from 2010 to 2019. Excluding scheduled principal amortization, we have approximately \$184 million of long-term debt maturing in 2010 and approximately \$56 million maturing in 2011. The weighted average term to maturity for the long-term debt is approximately 5.5 years.

During the first half of 2010, the Company expects to close on approximately \$64.2 million of financing on three manufactured home Properties at a weighted average interest rate of 6.92% per annum, maturing in 10 years. We have locked rate with Fannie Mae on these loans. There can be no assurance such financings will occur or as to the timing and terms of such anticipated financing.

The Company expects to satisfy its secured debt maturities of approximately \$184 million occurring prior to December 31, 2010 with the proceeds from the financings of the three mortgages noted above and its existing cash balance, which is approximately \$145 million as of December 31, 2009. The expected timing and amounts of the most significant payoffs are as follows: i) approximately \$100 million in April of 2010 and ii) approximately \$75 million in August of 2010.

**Unsecured Debt**

We have two unsecured Lines of Credit ( LOC ) with a maximum borrowing capacity of \$350 million and \$20 million, respectively, which bear interest at a per annum rate of LIBOR plus a maximum of 1.20% per annum, have a 0.15% facility fee, mature on June 30, 2010, and have a one-year extension option. The weighted average interest rate for the year ended December 31, 2009 for our unsecured debt was approximately 1.7% per annum. Throughout the year ended December 31, 2009, we borrowed \$50.9 million and paid down \$143.9 million on the lines of credit for a net pay down of \$93.0 million. As of December 31, 2009, there were no amounts outstanding on the lines of credit.

**Other Loans**

During 2007, we borrowed \$4.3 million to finance our insurance premium payments. As of December 31, 2007, this loan had been paid off.

During December 2009, we borrowed approximately \$1.5 million which is secured by individual manufactured homes. This financing provided by the dealer requires monthly payments, bears interest at 8.5% and matures on the earlier of: 1) the date the home is sold, or 2) November 20, 2016.

Certain of the Company's mortgages and credit agreements contain covenants and restrictions including restrictions as to the ratio of secured or unsecured debt versus encumbered or unencumbered assets, the ratio of fixed charges-to-earnings before interest, taxes, depreciation and amortization ( EBITDA ), limitations on certain holdings and other restrictions.

**Contractual Obligations**

As of December 31, 2009, we were subject to certain contractual payment obligations as described in the table below (dollars in thousands):

Contractual Obligations	Total	2010	2011	2012	2013	2014	2015	Thereafter
Long-term Borrowings(1)	\$ 1,548,692	\$ 203,663	\$ 75,719	\$ 21,806	\$ 121,685	\$ 200,829	\$ 533,392	\$ 391,790
	6.12%	5.91%	5.82%	5.78%	5.78%	5.79%	5.82%	



ed average interest

(1) Balance excludes net premiums and discounts of \$0.8 million. Balances include debt maturing and scheduled periodic principal payments.

The Company does not include Preferred OP Unit distributions, interest expense, insurance, property taxes and cancelable contracts in the contractual obligations table above.

The Company leases land under non-cancelable operating leases at certain of the Properties expiring in various years from 2013 to 2054, with terms which require twelve equal payments per year plus additional rents

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calculated as a percentage of gross revenues. For the years ended December 31, 2009, 2008, and 2007, ground lease rent was approximately \$1.9 million, \$1.8 million, and \$1.6 million, respectively. Minimum future rental payments under the ground leases are approximately \$1.9 million for each of the next five years and approximately \$18.7 million thereafter.

With respect to maturing debt, the Company has staggered the maturities of its long-term mortgage debt over an average of approximately six years, with no more than \$533 million (which is due in 2015) in principal maturities coming due in any single year. The Company believes that it will be able to refinance its maturing debt obligations on a secured or unsecured basis; however, to the extent the Company is unable to refinance its debt as it matures, it believes that it will be able to repay such maturing debt from operating cash flow, asset sales and/or the proceeds from equity issuances. With respect to any refinancing of maturing debt, the Company's future cash flow requirements could be impacted by significant changes in interest rates or other debt terms, including required amortization payments.

**Equity Transactions**

In order to qualify as a REIT for federal income tax purposes, the Company must distribute 90% or more of its taxable income (excluding capital gains) to its stockholders. The following regular quarterly distributions have been declared and paid to common stockholders and non-controlling interests since January 1, 2007.

<b>Distribution Amount Per Share</b>	<b>For the Quarter Ending</b>	<b>Stockholder Record Date</b>	<b>Payment Date</b>
\$0.1500	March 31, 2007	March 30, 2007	April 13, 2007
\$0.1500	June 30, 2007	June 29, 2007	July 13, 2007
\$0.1500	September 30, 2007	September 28, 2007	October 12, 2007
\$0.1500	December 31, 2007	December 28, 2007	January 11, 2008
\$0.2000	March 31, 2008	March 28, 2008	April 11, 2008
\$0.2000	June 30, 2008	June 27, 2008	July 11, 2008
\$0.2000	September 30, 2008	September 26, 2008	October 10, 2008
\$0.2000	December 31, 2008	December 26, 2008	January 9, 2009
\$0.2500	March 31, 2009	March 27, 2009	April 10, 2009
\$0.2500	June 30, 2009	June 26, 2009	July 10, 2009
\$0.3000	September 30, 2009	September 25, 2009	October 9, 2009
\$0.3000	December 31, 2009	December 24, 2009	January 8, 2010

**2009 Activity**

On November 10, 2009, the Company announced that in 2010 the annual distribution per common share will be \$1.20 per share up from \$1.10 per share in 2009 and \$0.80 per share in 2008. This decision recognizes the Company's investment opportunities and the importance of its dividend to its stockholders.

On June 29, 2009, the Company issued 4.6 million shares of common stock in an equity offering for approximately \$146.4 million in proceeds, net of offering costs.

On December 31, 2009, September 30, 2009, June 30, 2009 and March 31, 2009, the Operating Partnership paid distributions of 8.0625% per annum on the \$150 million Series D 8% Units and 7.95% per annum on the \$50 million

of Series F 7.95% Units.

During the year ended December 31, 2009, we received approximately \$4.9 million in proceeds from the issuance of shares of common stock, through stock option exercises and the Company's Employee Stock Purchase Plan ( ESPP ).

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### *2008 Activity*

On December 31, 2008, September 30, 2008, June 30, 2008 and March 31, 2008, the Operating Partnership paid distributions of 8.0625% per annum on the \$150 million Series D 8% Units and 7.95% per annum on the \$50 million of Series F 7.95% Units.

During the year ended December 31, 2008, we received approximately \$4.7 million in proceeds from the issuance of shares of common stock through stock option exercises and the Company's ESPP.

### *2007 Activity*

On December 28, 2007, September 28, 2007, June 29, 2007 and March 30, 2007, the Operating Partnership paid distributions of 8.0625% per annum on the \$150 million Series D 8% Units and 7.95% per annum on the \$50 million of Series F 7.95% Units.

During the year ended December 31, 2007, we received approximately \$3.7 million in proceeds from the issuance of shares of common stock through stock option exercises and the Company's ESPP.

### ***Inflation***

Substantially all of the leases at the Properties allow for monthly or annual rent increases which provide us with the opportunity to achieve increases, where justified by the market, as each lease matures. Such types of leases generally minimize the risks of inflation to the Company. In addition, our resort Properties are not generally subject to leases and rents are established for these sites on an annual basis. Our right-to-use contracts generally provide for an annual dues increase, but dues may be frozen under the terms of certain contracts if the customer is over 61 years old.

### ***Funds From Operations***

Funds from Operations ( FFO ) is a non-GAAP financial measure. We believe FFO, as defined by the Board of Governors of the National Association of Real Estate Investment Trusts ( NAREIT ), is generally an appropriate measure of performance for an equity REIT. While FFO is a relevant and widely used measure of operating performance for equity REITs, it does not represent cash flow from operations or net income as defined by GAAP, and it should not be considered as an alternative to these indicators in evaluating liquidity or operating performance.

We define FFO as net income, computed in accordance with GAAP, excluding gains or actual or estimated losses from sales of properties, plus real estate related depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect FFO on the same basis. We receive up-front non-refundable payments from the sale of right-to-use contracts. In accordance with GAAP, the upfront non-refundable payments and related commissions are deferred and amortized over the estimated customer life. Although the NAREIT definition of FFO does not address the treatment of nonrefundable right-to-use payments, we believe that it is appropriate to adjust for the impact of the deferral activity in our calculation of FFO. We believe that FFO is helpful to investors as one of several measures of the performance of an equity REIT. We further believe that by excluding the effect of depreciation, amortization and gains or actual or estimated losses from sales of real estate, all of which are based on historical costs and which may be of limited relevance in evaluating current performance, FFO can facilitate comparisons of operating performance between periods and among other equity REITs. We believe that the adjustment to FFO for the net revenue deferral of upfront non-refundable payments and expense deferral of right-to-use contract commissions also facilitates the comparison to other equity REITs. Investors should review FFO, along with GAAP net income and cash flow from operating activities, investing activities and financing activities, when evaluating an equity REIT's operating

performance. We compute FFO in accordance with our interpretation of standards established by NAREIT, which may not be comparable to FFO reported by other REITs that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently than we do. FFO does not represent cash generated from operating activities in accordance with GAAP, nor does it represent cash available to pay distributions and

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should not be considered as an alternative to net income, determined in accordance with GAAP, as an indication of our financial performance, or to cash flow from operating activities, determined in accordance with GAAP, as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make cash distributions.

The following table presents a calculation of FFO for the years ended December 31, 2009, 2008 and 2007 (amounts in thousands):

	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Computation of funds from operations:</b>			
Net income available for common shares	\$ 34,005	\$ 18,303	\$ 32,102
Income allocated to common OP Units	6,113	4,297	7,705
Right-to-use contract sales, deferred, net	18,882	10,611	
Right-to-use contract commissions, deferred, net	(5,729)	(3,644)	
Depreciation on real estate assets and other	69,049	66,193	63,554
Depreciation on unconsolidated joint ventures	1,250	1,776	1,427
(Gain) loss on real estate	(5,488)	79	(12,036)
Funds from operations available for common shares	\$ 118,082	\$ 97,615	\$ 92,752
Weighted average common shares outstanding fully diluted	32,944	30,498	30,414

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our earnings, cash flows and fair values relevant to financial instruments are dependent on prevailing market interest rates. The primary market risk we face is long-term indebtedness, which bears interest at fixed and variable rates. The fair value of our long-term debt obligations is affected by changes in market interest rates. At December 31, 2009, approximately 100% or approximately \$1.5 billion of our outstanding debt had fixed interest rates, which minimizes the market risk until the debt matures. For each increase in interest rates of 1% (or 100 basis points), the fair value of the total outstanding debt would decrease by approximately \$83.2 million. For each decrease in interest rates of 1% (or 100 basis points), the fair value of the total outstanding debt would increase by approximately \$88.0 million.

At December 31, 2009, none of our outstanding debt was short-term and at variable rates.

**FORWARD-LOOKING STATEMENTS**

This report includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used, words such as anticipate, expect, believe, project, intend, may be and will similar words or phrases, or the negative thereof, unless the context requires otherwise, are intended to identify forward-looking statements. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, including, but not limited to:

our ability to control costs, real estate market conditions, the actual rate of decline in customers, the actual use of sites by customers and our success in acquiring new customers at our Properties (including those recently acquired);

our ability to maintain historical rental rates and occupancy with respect to Properties currently owned or that we may acquire;

our assumptions about rental and home sales markets;

in the age-qualified Properties, home sales results could be impacted by the ability of potential homebuyers to sell their existing residences as well as by financial, credit and capital markets volatility;

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results from home sales and occupancy will continue to be impacted by local economic conditions, lack of affordable manufactured home financing and competition from alternative housing options including site-built single-family housing;

impact of government intervention to stabilize site-built single family housing and not manufactured housing;

the completion of future acquisitions, if any, and timing with respect thereto and the effective integration and successful realization of cost savings;

ability to obtain financing or refinance existing debt on favorable terms or at all;

the effect of interest rates;

the dilutive effects of issuing additional common stock;

the effect of accounting for the sale of agreements to customers representing a right-to-use the Properties under the Codification Topic *Revenue Recognition* (prior authoritative guidance: Staff Accounting Bulletin No. 104, *Revenue Recognition in Consolidated Financial Statements, Corrected*); and

other risks indicated from time to time in our filings with the Securities and Exchange Commission.

These forward-looking statements are based on management's present expectations and beliefs about future events. As with any projection or forecast, these statements are inherently susceptible to uncertainty and changes in circumstances. The Company is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements whether as a result of such changes, new information, subsequent events or otherwise.

**Item 8. *Financial Statements and Supplementary Data***

See Index to Consolidated Financial Statements on page F-1 of this Form 10-K.

**Item 9. *Changes In and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

**Evaluation of Disclosure Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal accounting officer), maintains a system of disclosure controls and procedures, designed to provide reasonable assurance that information the Company is required to disclose in the reports that the Company files under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in our periodic reports.



The Company's management with the participation of the Chief Executive Officer and the Chief Financial Officer has evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2009. Based on that evaluation as of the end of the period covered by this annual report, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective to give reasonable assurances to the timely collection, evaluation and disclosure of information relating to the Company that would potentially be subject to disclosure under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated there under as of December 31, 2009.

**Changes in Internal Control Over Financial Reporting**

There were no material changes in the Company's internal control over financial reporting during the quarter ended December 31, 2009.

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**Report of Management on Internal Control Over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on management's assessment, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2009 has been audited by the Company's independent registered public accounting firm, as stated in their report on Page F-2 of the Consolidated Financial Statements.

**Item 9B. *Other Information***

Pursuant to the authority granted in the Stock Option and Award Plan, in November 2009 the Compensation Committee approved the annual award of stock options to be granted to the Chairman of the Board, the Compensation Committee Chairperson and Lead Director, the Executive Committee Chairperson, and the Audit Committee Chairperson and Audit Committee Financial Expert on February 1, 2010 for their services rendered in 2009. On February 1, 2010, Mr. Samuel Zell was awarded options to purchase 100,000 shares of common stock, which he elected to receive as 20,000 shares of restricted common stock, for services rendered as Chairman of the Board; Mrs. Sheli Rosenberg was awarded options to purchase 25,000 shares of common stock, which she elected to receive as 5,000 shares of restricted common stock, for services rendered as Lead Director and Chairperson of the Compensation Committee; Mr. Howard Walker was awarded options to purchase 15,000 shares of common stock, which he elected to receive as 3,000 shares of restricted common stock, for services rendered as Chairperson of the Executive Committee; and Mr. Philip Calian was awarded options to purchase 15,000 shares of common stock, which he elected to receive as 3,000 shares of restricted common stock, for services rendered as Audit Committee Financial Expert and Audit Committee Chairperson. One-third of the options to purchase common stock and the shares of restricted common stock covered by these awards vests on each of December 31, 2010, December 31, 2011 and December 31, 2012.

**Table of Contents****PART III****Item 10 and 11. Directors, Executive Officers and Corporate Governance, and Executive Compensation**

The information required by Item 10 and 11 will be contained in the 2009 Proxy Statement and is therefore incorporated by reference, and thus Item 10 and 11 has been omitted in accordance with General Instruction G(3) to Form 10-K.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information regarding securities authorized for issuance under equity compensation plans required by Item 12 follows:

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b>
Equity compensation plans approved by security holders(1)	841,851	39.86	970,442
Equity compensation plans not approved by security holders(2)	N/A	N/A	323,259
<b>Total</b>	<b>841,851</b>	<b>39.86</b>	<b>1,293,701</b>

(1) Includes shares of common stock under the Company's Stock Option and Award Plan adopted in December 1992, and amended and restated from time to time, most recently amended effective March 23, 2001. The Stock Option and Award Plan and certain amendments thereto were approved by the Company's stockholders.

(2) Represents shares of common stock under the Company's Employee Stock Purchase Plan, which was adopted by the Board of Directors in July 1997, as amended in May 2006. Under the Employee Stock Purchase Plan, eligible employees make monthly contributions which are used to purchase shares of common stock at a purchase price equal to 85% of the lesser of the closing price of a share of common stock on the first or last trading day of the purchase period. Purchases of common stock under the Employee Stock Purchase Plan are made on the first business day of the next month after the close of the purchase period. Under New York Stock Exchange rules

then in effect, stockholder approval was not required for the Employee Stock Purchase Plan because it is a broad-based plan available generally to all employees.

The information required by Item 403 of Regulation S-K Security Ownership of Certain Beneficial Owners and Management required by Item 12 will be contained in the 2009 Proxy Statement and is therefore incorporated by reference, and thus has been omitted in accordance with General Instruction G(3) to Form 10-K.

**Items 13 and 14. *Certain Relationships and Related Transactions, and Director Independence, and Principal Accountant Fees and Services***

The information required by Item 13 and Item 14 will be contained in the 2009 Proxy Statement and is therefore incorporated by reference, and thus Item 13 and 14 has been omitted in accordance with General Instruction G(3) to Form 10-K.

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**PART IV**

**Item 15. *Exhibits and Financial Statements Schedules***

1. Financial Statement

See Index to Financial Statements and Schedules on page F-1 of this Form 10-K.

2. Financial Statement Schedules

See Index to Financial Statements and Schedules on page F-1 of this Form 10-K.

3. Exhibits:

In reviewing the agreements included as exhibits to this Annual Report on Form 10-K, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about us may be found elsewhere in this Annual Report on Form 10-K and our other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

- 2(a) Admission Agreement between Equity Financial and Management Co., Manufactured Home Communities, Inc. and MHC Operating Partnership
- 3.1(p) Amended and Restated Articles of Incorporation of Equity Lifestyle Properties, Inc. effective May 15, 2007
- 3.4(r) Second Amended and Restated Bylaws effective August 8, 2007
- 3.5(k) Amended and Restated Articles Supplementary of Equity LifeStyle Properties, Inc. effective March 16, 2005
- 3.6(k) Articles Supplementary of Equity LifeStyle Properties, Inc. effective June 23, 2005
- 4.1(w)

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	Amended and Restated 8.0625% Series D Cumulative Redeemable Perpetual Preference Units Term Sheet and Joinder to Second Amended and Restated Agreement of Limited Partnership
4.2(w)	7.95% Series F Cumulative Redeemable Perpetual Preference Units Term Sheet and Joinder to Second Amended and Restated Agreement of Limited Partnership
4.3(w)	Form of Specimen Stock Certificate Evidencing the Common Stock of Equity LifeStyle Properties, Inc., par value \$0.01 per share
9	Not applicable

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10.3(b)	Agreement of Limited Partnership of MHC-De Anza Financing Limited Partnership
10.4(c)	Second Amended and Restated MHC Operating Limited Partnership Agreement of Limited Partnership, dated March 15, 1996
10.5(l)	Amendment to Second Amended and Restated Agreement of Limited Partnership for MHC Operating Limited Partnership, dated February 27, 2004
10.10(d)	Form of Manufactured Home Communities, Inc. 1997 Non-Qualified Employee Stock Purchase Plan
10.11(g)	Amended and Restated Manufactured Home Communities, Inc. 1992 Stock Option and Stock Award Plan effective March 23, 2001
10.12(f)	\$110,000,000 Amended, Restated and Consolidated Promissory Note (DeAnza Mortgage) dated June 28, 2000
10.19(h)	Agreement of Plan of Merger (Thousand Trails), dated August 2, 2004
10.20(h)	Amendment No. 1 to Agreement of Plan of Merger (Thousand Trails), dated September 30, 2004
10.21(h)	Amendment No. 2 to Agreement of Plan of Merger (Thousand Trails), dated November 9, 2004
10.27(n)	Credit Agreement (\$225 million Revolving Facility) dated June 29, 2006
10.28(n)	Second Amended and Restated Loan Agreement (\$50 million Revolving Facility) dated July 14, 2006
10.29(m)	Amended and Restated Thousand Trails Lease Agreement dated April 14, 2006
10.31(m)	Amendment No. 3 to Agreement and Plan of Merger (Thousand Trails) dated April 14, 2006
10.33(o)	Amendment of Non-Qualified Employee Stock Purchase Plan dated May 3, 2006
10.34(o)	Form of Indemnification Agreement
10.35(q)	Equity LifeStyle Properties, Inc. Long-Term Cash Incentive Plan dated May 15, 2007
10.36(q)	Equity LifeStyle Properties, Inc. Long-Term Cash Incentive Plan -- Form of 2007 Award Agreement dated May 15, 2007
10.37(s)	First Amendment to Credit Agreement (\$400 million Revolving Facility) dated September 21, 2007
10.38(s)	First Amendment to Second Amended and Restated Loan Agreement (\$20 million Revolving Facility) dated September 21, 2007
10.39(t)	Second Amended and Restated Lease Agreement dated as of January 1, 2008 by and between Thousand Trails Operations Holding Company, L.P. and MHC TT Leasing Company, Inc.
10.41(t)	Employment Agreement dated as of January 1, 2008 by and between Joe McAdams and Equity LifeStyle Properties, Inc.
10.42(u)	First Amendment to Second Amended and Restated Lease Agreement dated as of March 1, 2008 between MHC TT Leasing Company, Inc. and Thousand Trails Operations Holding Company, L.P.
10.43(v)	Form of Trust Agreement Establishing Howard Walker Deferred Compensation Trust, dated December 8, 2000
10.44(x)	Underwriting Agreement, dated June 23, 2009 by and among Equity LifeStyle Properties, Inc., MHC Operating Limited Partnership, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wachovia Capital Markets, LLC
11	Not applicable
12(y)	Computation of Ratio of Earnings to Fixed Charges
13	Not applicable
14(o)	Equity LifeStyle Properties, Inc. Business Ethics and Conduct Policy, dated July 2006
16	Not applicable
18	Not applicable
21(y)	Subsidiaries of the registrant
22	Not applicable
23(y)	Consent of Independent Registered Public Accounting Firm





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24.1(y)	Power of Attorney for Philip C. Calian dated February 16, 2010
24.2(y)	Power of Attorney for David J. Contis dated February 17, 2010
24.3(y)	Power of Attorney for Thomas E. Dobrowski dated February 17, 2010
24.4(y)	Power of Attorney for Sheli Z. Rosenberg dated February 17, 2010
24.5(y)	Power of Attorney for Howard Walker dated February 17, 2010
24.6(y)	Power of Attorney for Gary Waterman dated February 18, 2010
24.7(y)	Power of Attorney for Samuel Zell dated February 17, 2010
31.1(y)	Certification of Chief Financial Officer Pursuant To Section 302 of the Sarbanes-Oxley Act Of 2002
31.2(y)	Certification of Chief Executive Officer Pursuant To Section 302 of the Sarbanes-Oxley Act Of 2002
32.1(y)	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
32.2(y)	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350

The following documents are incorporated herein by reference.

- (a) Included as an exhibit to the Company s Form S-11 Registration Statement, File No. 33-55994
- (b) Included as an exhibit to the Company s Report on Form 10-K dated December 31, 1994
- (c) Included as an exhibit to the Company s Report on Form 10-Q for the quarter ended June 30, 1996
- (d) Included as Exhibit A to the Company s definitive Proxy Statement dated March 28, 1997, relating to Annual Meeting of Stockholders held on May 13, 1997
- (e) Included as an exhibit to the Company s Form S-3 Registration Statement, filed November 12, 1999 (SEC File No. 333-90813)
- (f) Included as an exhibit to the Company s Report on Form 10-K dated December 31, 2000
- (g) Included as Appendix A to the Company s Definitive Proxy Statement dated March 30, 2001
- (h) Included as an exhibit to the Company s Report on Form 8-K dated November 16, 2004
- (i) Included as an exhibit to the Company s Report on Form 8-K dated November 22, 2004
- (j) Included as an exhibit to the Company s Report on Form 10-K dated December 31, 2004
- (k) Included as an exhibit to the Company s Report on Form 10-Q dated June 30, 2005
- (l) Included as an exhibit to the Company s Report on Form 10-K dated December 31, 2005
- (m) Included as an exhibit to the Company s Report on Form 8-K dated April 14, 2006
- (n) Included as an exhibit to the Company s Report on Form 10-Q dated June 30, 2006
- (o) Included as an exhibit to the Company s Report on Form 10-K dated December 31, 2006
- (p) Included as an exhibit to the Company s Report on Form 8-K dated May 18, 2007
- (q) Included as an exhibit to the Company s Report on Form 8-K dated May 15, 2007
- (r) Included as an exhibit to the Company s Report on Form 8-K dated August 8, 2007
- (s) Included as an exhibit to the Company s Report on Form 8-K dated September 21, 2007
- (t) Included as an exhibit to the Company s Report on Form 8-K dated January 4, 2008
- (u) Included as an exhibit to the Company s Report on Form 10-Q dated March 31, 2008
- (v) Included as an exhibit to the Company s Report on Form 8-K dated December 8, 2000, filed on September 25, 2008
- (w) Included as an exhibit to the Company s Report on Form S-3 ASR dated May 6, 2009
- (x) Included as an exhibit to the Company s Report on Form 8-K dated June 23, 2009
- (y) Filed herewith

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EQUITY LIFESTYLE PROPERTIES, INC.,  
a Maryland corporation

Date: February 25, 2010

By:  
/s/ Thomas P. Heneghan

Thomas P. Heneghan  
Chief Executive Officer  
(Principal Executive Officer)

Date: February 25, 2010

By:  
/s/ Michael B. Berman

Michael B. Berman  
Executive Vice President  
and Chief Financial Officer  
(Principal Financial Officer  
and Principal Accounting Officer)

**Table of Contents****Equity LifeStyle Properties, Inc. Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Thomas P. Heneghan Thomas P. Heneghan	Chief Executive Officer (Principal Executive Officer), and Director *Attorney-in-Fact	February 25, 2010
/s/ Michael B. Berman Michael B. Berman	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) *Attorney-in-Fact	February 25, 2010
*Samuel Zell Samuel Zell	Chairman of the Board	February 25, 2010
*Howard Walker Howard Walker	Vice-Chairman of the Board	February 25, 2010
*Philip C. Calian Philip C. Calian	Director	February 25, 2010
*David J. Contis David J. Contis	Director	February 25, 2010
*Thomas E. Dobrowski Thomas E. Dobrowski	Director	February 25, 2010
*Sheli Z. Rosenberg Sheli Z. Rosenberg	Director	February 25, 2010
*Gary Waterman Gary Waterman	Director	February 25, 2010

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**EQUITY LIFESTYLE PROPERTIES, INC.**

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Note that certain schedules have been omitted, as they are not applicable to the Company.

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Equity Lifestyle Properties, Inc.

We have audited Equity Lifestyle Properties, Inc.'s (Equity Lifestyle Properties or the Company) internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Equity Lifestyle Properties' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Item 9A. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Equity Lifestyle Properties, Inc., maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2009 and 2008, and the related consolidated statements of operations, equity, and cash flows for each of the three years in the period ended December 31, 2009, and the financial statement schedules listed in the Index at Item 15, of Equity Lifestyle Properties, Inc., and our report dated February 25, 2010, expressed an unqualified opinion thereon.

/s/  
Ernst & Young LLP

ERNST & YOUNG LLP

Chicago, Illinois  
February 25, 2010

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Equity Lifestyle Properties, Inc.

We have audited the accompanying consolidated balance sheets of Equity Lifestyle Properties, Inc. (Equity Lifestyle Properties or the Company), as of December 31, 2009 and 2008, and the related consolidated statements of operations, changes in equity and cash flows for each of the three years in the period ended December 31, 2009. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and the schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Equity Lifestyle Properties at December 31, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note 2(o) to the consolidated financial statements, the Company changed its method of accounting for non-controlling interests upon the adoption of new accounting pronouncements effective January 1, 2009, and applied retrospectively.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Equity Lifestyle Properties' internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2010 expressed an unqualified opinion thereon.

/s/

Ernst & Young LLP  
ERNST & YOUNG LLP

Chicago, Illinois  
February 25, 2010

**Table of Contents****Equity LifeStyle Properties, Inc.****Consolidated Balance Sheets  
As of December 31, 2009 and 2008**

	<b>December 31, 2009</b>	<b>December 31, 2008</b>
	<b>(Amounts in thousands, except for share data)</b>	
<b>ASSETS</b>		
Investment in real estate:		
Land	\$ 544,722	\$ 541,979
Land improvements	1,744,443	1,725,752
Buildings and other depreciable property	249,050	223,290
	2,538,215	2,491,021
Accumulated depreciation	(629,768)	(561,104)
Net investment in real estate	1,908,447	1,929,917
Cash and cash equivalents	145,128	45,312
Notes receivable, net	29,952	31,799
Investment in joint ventures	9,442	9,676
Rents and other customer receivables, net	421	1,040
Deferred financing costs, net	11,382	12,408
Inventory, net	2,964	12,934
Deferred commission expense	9,373	3,644
Escrow deposits and other assets	49,210	44,917
<b>Total Assets</b>	<b>\$ 2,166,319</b>	<b>\$ 2,091,647</b>
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Mortgage notes payable	\$ 1,547,901	\$ 1,569,403
Unsecured lines of credit		93,000
Accrued payroll and other operating expenses	71,508	66,656
Deferred revenue sale of right-to-use contracts	29,493	10,611
Accrued interest payable	8,036	8,335
Rents and other customer payments received in advance and security deposits	44,368	41,302
Distributions payable	10,586	6,106
<b>Total Liabilities</b>	<b>1,711,892</b>	<b>1,795,413</b>
Commitments and contingencies		
Non-controlling interests Perpetual Preferred OP Units	200,000	200,000
Equity:		
Stockholders Equity:		



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Preferred stock, \$.01 par value 10,000,000 shares authorized; none issued		
Common stock, \$.01 par value 100,000,000 shares authorized for 2009 and 2008; 30,350,745 and 25,051,322 shares issued and outstanding for 2009 and 2008, respectively	301	238
Paid-in capital	456,696	320,084
Distributions in excess of accumulated earnings	(238,467)	(241,609)
<b>Total Stockholders' Equity</b>	<b>218,530</b>	<b>78,713</b>
Non-controlling interests - Common OP Units	35,897	17,521
<b>Total Equity</b>	<b>254,427</b>	<b>96,234</b>
<b>Total Liabilities and Equity</b>	<b>\$ 2,166,319</b>	<b>\$ 2,091,647</b>

The accompanying notes are an integral part of the financial statements.

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**Table of Contents****Equity LifeStyle Properties, Inc.****Consolidated Statements of Operations  
For the Years Ended December 31, 2009, 2008 and 2007**

	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(Amounts in thousands, except per share data)</b>		
<b>Property Operations:</b>			
Community base rental income	\$ 253,379	\$ 245,833	\$ 236,933
Resort base rental income	124,822	111,876	102,372
Right-to-use annual payments	50,765	19,667	
Right-to-use contracts current period, gross	21,526	10,951	
Right-to-use contracts, deferred, net of prior period amortization	(18,882)	(10,611)	
Utility and other income	47,685	41,633	36,849
Property operating revenues	479,295	419,349	376,154
Property operating and maintenance	180,870	152,363	127,342
Real estate taxes	31,674	29,457	27,429
Sales and marketing, gross	13,536	7,116	
Sales and marketing, deferred commissions, net	(5,729)	(3,644)	
Property management	33,383	25,451	18,385
Property operating expenses (exclusive of depreciation shown separately below)	253,734	210,743	173,156
Income from property operations	225,561	208,606	202,998
<b>Home Sales Operations:</b>			
Gross revenues from home sales	7,136	21,845	33,333
Cost of home sales	(7,471)	(24,069)	(30,713)
Gross (loss) profit from home sales	(335)	(2,224)	2,620
Brokered resale revenues, net	758	1,094	1,528
Home selling expenses	(2,383)	(5,776)	(7,555)
Ancillary services revenues, net	2,745	1,197	2,436
Income (loss) from home sales and other	785	(5,709)	(971)
<b>Other Income and Expenses:</b>			
Interest income	5,119	3,095	1,732
Income from other investments, net	8,168	17,006	22,476
General and administrative	(22,279)	(20,617)	(15,591)
Rent control initiatives	(456)	(1,555)	(2,657)
Interest and related amortization	(98,311)	(99,430)	(103,070)
Depreciation on corporate assets	(1,039)	(390)	(437)
Depreciation on real estate and other costs	(69,049)	(66,193)	(63,554)
Total other expenses, net	(177,847)	(168,084)	(161,101)

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Equity in income of unconsolidated joint ventures	2,896	3,753	2,696
Consolidated income from continuing operations	51,395	38,566	43,622
<b>Discontinued Operations:</b>			
Discontinued operations	181	257	289
Gain (loss) from discontinued real estate	4,685	(79)	12,036
Income from discontinued operations	4,866	178	12,325
Consolidated net income	56,261	38,744	55,947
<b>Income allocated to non-controlling interests:</b>			
Common OP Units	(6,113)	(4,297)	(7,705)
Perpetual Preferred OP Units	(16,143)	(16,144)	(16,140)
<b>Net income available for Common Shares</b>	<b>\$ 34,005</b>	<b>\$ 18,303</b>	<b>\$ 32,102</b>

The accompanying notes are an integral part of the financial statements

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Table of Contents**Equity LifeStyle Properties, Inc.****Consolidated Statements of Operations  
For the Years Ended December 31, 2009, 2008 and 2007**

	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(Amounts in thousands, except per share data)</b>		
<b>Earnings per Common Share Basic:</b>			
Income from continuing operations	\$ 1.08	\$ 0.74	\$ 0.92
Income from discontinued operations	\$ 0.15	\$ 0.01	\$ 0.41
Net income available for Common Shares	\$ 1.23	\$ 0.75	\$ 1.33
<b>Earnings per Common Share Fully Diluted:</b>			
Income from continuing operations	\$ 1.07	\$ 0.74	\$ 0.90
Income from discontinued operations	\$ 0.15	\$ 0.01	\$ 0.41
Net income available for Common Shares	\$ 1.22	\$ 0.75	\$ 1.31
Distributions declared per Common Share outstanding	\$ 1.10	\$ 0.80	\$ 0.60
Tax status of Common Shares distributions deemed paid during the year:			
Ordinary income	\$ 0.72	\$ 0.80	\$ 0.60
Long-term capital gain	\$ 0.24	\$	\$
Unrecaptured section 1250 gain	\$ 0.14	\$	\$
Weighted average Common Shares outstanding basic	27,582	24,466	24,089
Weighted average Common Shares outstanding fully diluted	32,944	30,498	30,414

The accompanying notes are an integral part of the financial statements

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## Equity LifeStyle Properties, Inc.

**Consolidated Statements of Changes In Equity**  
**For The Years Ended December 31, 2009, 2008 and 2007**

	Common Stock	Paid-in Capital	Distributions in Excess of Accumulated Comprehensive Earnings (Amounts in thousands)	Non-controlling interests- Common OP Units	Total Equity
<b>Balance, December 31, 2006</b>	<b>\$ 229</b>	<b>\$ 304,483</b>	<b>\$ (257,594)</b>	<b>\$ 12,794</b>	<b>\$ 59,912</b>
Conversion of OP Units to common stock	4	655		(659)	
Issuance of common stock through exercise of options	3	2,577			2,580
Issuance of common stock through employee stock purchase plan		1,183			1,183
Compensation expenses related to stock options and restricted stock		4,268			4,268
Repurchase of common stock		(883)			(883)
Adjustment for Common OP Unitholders in the Operating Partnership		(1,480)		1,480	
Net income			32,102	7,705	39,807
Distributions			(14,606)	(3,544)	(18,150)
<b>Balance, December 31, 2007</b>	<b>236</b>	<b>310,803</b>	<b>(240,098)</b>	<b>17,776</b>	<b>88,717</b>
Conversion of OP Units to common stock		1,463		(1,463)	
Issuance of common stock through exercise of options	2	3,205			3,207
Issuance of common stock through employee stock purchase plan		1,501			1,501
Compensation expenses related to stock options and restricted stock		5,162			5,162
Repurchase of common stock		(600)			(600)
Adjustment for Common OP Unitholders in the Operating Partnership		(1,450)		1,450	
Net income			18,303	4,297	22,600
Distributions			(19,814)	(4,539)	(24,353)
<b>Balance, December 31, 2008</b>	<b>238</b>	<b>320,084</b> 2,516	<b>(241,609)</b>	<b>17,521</b> (2,516)	<b>96,234</b>

Conversion of OP Units to common stock					
Issuance of common stock through exercise of options	2	3,537			3,539
Issuance of common stock through employee stock purchase plan		1,344			1,344
Issuance of common stock through stock offering	46	146,317			146,363
Compensation expenses related to stock options and restricted stock	15	4,640			4,655
Repurchase of common stock or Common OP Units		(1,193)		(188)	(1,381)
Adjustment for Common OP Unitholders in the Operating Partnership		(20,549)		20,549	
Net income			34,005	6,113	40,118
Distributions			(30,863)	(5,582)	(36,445)
<b>Balance, December 31, 2009</b>	<b>\$ 301</b>	<b>\$ 456,696</b>	<b>\$ (238,467)</b>	<b>\$ 35,897</b>	<b>\$ 254,427</b>

The accompanying notes are an integral part of the financial statements

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**Table of Contents****Equity LifeStyle Properties, Inc.****Consolidated Statements of Cash Flows  
For the years ended December 31, 2009, 2008 and 2007**

	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(Amounts in thousands)</b>		
<b>Cash Flows From Operating Activities:</b>			
Consolidated net income	\$ 56,261	\$ 38,672	\$ 55,946
Adjustments to reconcile net income to net cash provided by operating activities:			
(Gain) Loss on sale of discontinued real estate and other	(5,483)	79	(12,036)
Depreciation expense	73,670	68,700	65,419
Amortization expense	3,090	2,956	2,894
Debt premium amortization	(1,232)	(632)	(1,608)
Equity in income of unconsolidated joint ventures	(4,146)	(5,528)	(4,123)
Distributions from unconsolidated joint ventures	2,936	3,717	5,052
Amortization of stock-related compensation	4,655	5,162	4,268
Revenue recognized from right-to-use contract sales	(2,644)	(340)	
Commission expense recognized related to right-to-use contract sales	821	112	
Accrued long term incentive plan compensation	1,053	1,098	685
Increase in provision for uncollectible rents receivable	654	353	269
Increase in provision for inventory reserve	839	63	250
Changes in assets and liabilities:			
Rent and other customer receivables, net	(40)	(236)	(152)
Inventory	2,060	(5,129)	4,516
Deferred commission expense	(6,550)	(3,756)	
Escrow deposits and other assets	7,825	(1,208)	(1,244)
Accrued payroll and other operating expenses	(3,504)	1,564	82
Deferred revenue sales of right-to-use contracts	21,526	10,951	
Rents received in advance and security deposits	(1,402)	(2,708)	2,573
Net cash provided by operating activities	150,389	113,890	122,791
<b>Cash Flows From Investing Activities:</b>			
Acquisition of real estate and other	(8,219)	(2,217)	(24,774)
Proceeds from disposition of rental properties	3,278		23,261
Net tax-deferred exchange (deposit) withdrawal	(786)	2,124	(2,294)
Joint Ventures:			
Investments in		(5,545)	(3,656)
Distributions from		524	152
Net repayments (borrowings) of notes receivable	1,847	(1,274)	11,091
Capital improvements	(30,876)	(26,716)	(29,384)
Net cash used in investing activities	(34,756)	(33,104)	(25,604)





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	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(Amounts in thousands)</b>		
<b>Cash Flows From Financing Activities:</b>			
Net proceeds from stock options and employee stock purchase plan	4,883	4,708	3,734
Distributions to Common Stockholders, Common OP Unitholders, and Perpetual Preferred OP Unitholders	(48,109)	(38,849)	(32,013)
Stock repurchase and Unit redemption	(1,381)	(600)	(883)
Proceeds from issuance of common stock	146,363		
Lines of credit:			
Proceeds	50,900	201,200	126,200
Repayments	(143,900)	(211,200)	(154,400)
Principal repayments on disposition			(1,992)
Principal payments and mortgage debt payoff	(130,235)	(224,442)	(16,169)
New financing proceeds	107,264	231,047	
Early debt retirement			(17,174)
Debt issuance costs	(1,602)	(3,123)	(310)
Net cash used in financing activities	(15,817)	(41,259)	(93,007)
Net increase in cash and cash equivalents	99,816	39,527	4,180
Cash and cash equivalents, beginning of year	45,312	5,785	1,605
Cash and cash equivalents, end of year	\$ 145,128	\$ 45,312	\$ 5,785
<b>Supplemental Information:</b>			
Cash paid during the period for interest	\$ 96,030	\$ 96,668	\$ 101,206
Non-cash activities:			
Proceeds from loan to pay insurance premiums			4,344
Inventory reclassified to Buildings and other depreciable property	6,727	57,797	
Manufactured homes acquired with dealer financing	1,389		
Dealer financing	1,389		
Acquisitions			
Assumption of assets and liabilities:			
Inventory	185	2,139	22
Escrow deposits and other assets	11,267	12,361	560
Accrued payroll and other operating expenses	5,195	15,413	313
Rents and other customer payments received in advance and security deposits	3,933	19,821	1,158
Notes receivable		19,571	
Investment in real estate	18,116	10,417	45,532
Debt assumed and financed on acquisition	11,851	7,037	8,528
Mezzanine and joint venture investments applied to real estate acquisition			11,297
Dispositions			
Disposition of assets and liabilities, net	(14)		28
Investment in real estate	13,831		23,289
Debt assumed by buyer on disposition	10,539		

The accompanying notes are an integral part of the financial statements  
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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 1 Organization of the Company and Basis of Presentation**

Equity LifeStyle Properties, Inc., a Maryland corporation, together with MHC Operating Limited Partnership (the Operating Partnership ) and other consolidated subsidiaries ( Subsidiaries ), is referred to herein as the Company, ELS, we, us, and our. The Company is a fully integrated owner and operator of lifestyle-oriented properties ( Properties ). The Company leases individual developed areas ( sites ) with access to utilities for placement of factory built homes, cottages, cabins or recreational vehicles ( RVs ). At certain Properties, the Company provides access to its sites through right-to-use or membership contracts. We believe that we have qualified for taxation as a real estate investment trust ( REIT ) for U.S. federal income tax purposes since our taxable year ended December 31, 1993. We plan to continue to meet the requirements for taxation as a REIT. Many of these requirements, however, are highly technical and complex. We cannot, therefore, guarantee that we have qualified or will qualify in the future as a REIT. The determination that we are a REIT requires an analysis of various factual matters that may not be totally within our control and we cannot provide any assurance that the IRS will agree with our analysis. For example, to qualify as a REIT, at least 95% of our gross income must come from sources that are itemized in the REIT tax laws. We are also required to distribute to stockholders at least 90% of our REIT taxable income computed without regard to our deduction for dividends paid and our net capital gain. As of December 31, 2009, the Company has net operating loss carryforwards of approximately \$88 million that can be utilized to offset future distribution requirements. The fact that we hold our assets through the Operating Partnership and its subsidiaries further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize our REIT qualification. Furthermore, Congress and the IRS might make changes to the tax laws and regulations, and the courts might issue new rulings that make it more difficult, or impossible, for us to remain qualified as a REIT. We do not believe, however, that any pending or proposed tax law changes would jeopardize our REIT qualification.

If we fail to qualify as a REIT, we would be subject to U.S. federal income tax at regular corporate rates. Also, unless the IRS granted us relief under certain statutory provisions, we would remain disqualified as a REIT for four years following the year we first failed to qualify. Even if the Company qualifies for taxation as a REIT, the Company is subject to certain foreign, state and local taxes on its income and property and U.S. federal income and excise taxes on its undistributed income.

The operations of the Company are conducted primarily through the Operating Partnership. The Company contributed the proceeds from its initial public offering and subsequent offerings to the Operating Partnership for a general partnership interest. In 2004, the general partnership interest was contributed to MHC Trust, a private REIT subsidiary owned by the Company. The financial results of the Operating Partnership and the Subsidiaries are consolidated in the Company's consolidated financial statements. In addition, since certain activities, if performed by the Company, may cause us to earn income which is not qualifying for the REIT gross income tests, the Company has formed taxable REIT subsidiaries, as defined in the Code, to engage in such activities.

Several Properties are wholly owned by taxable REIT subsidiaries of the Company. In addition, Realty Systems, Inc. ( RSI ) is a wholly owned taxable REIT subsidiary of the Company that is engaged in the business of purchasing and selling or leasing Site Set homes that are located in Properties owned and managed by the Company. RSI also provides brokerage services to residents at such Properties for those residents who move from a Property but do not relocate their homes. RSI may provide brokerage services, in competition with other local brokers, by seeking buyers for the Site Set homes. Subsidiaries of RSI also operate ancillary activities at certain Properties consisting of operations such as golf courses, pro shops, stores and restaurants.

The limited partners of the Operating Partnership (the Common OP Unitholders ) receive an allocation of net income that is based on their respective ownership percentage of the Operating Partnership that is shown on the Consolidated Financial Statements as Non-controlling interests Common OP Units. As of December 31, 2009, the Non-Controlling Interests Common OP Units represented 4,914,040 units of limited partnership interest ( OP Units ) which are convertible into an equivalent number of shares of the Company s common

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 1 Organization of the Company and Basis of Presentation (continued)**

stock. The issuance of additional shares of common stock or Common OP Units changes the respective ownership of the Operating Partnership for both the Non-controlling interests Common OP Units.

**Note 2 Summary of Significant Accounting Policies**

**(a) Basis of Consolidation**

The Company consolidates its majority-owned subsidiaries in which it has the ability to control the operations of the subsidiaries and all variable interest entities with respect to which the Company is the primary beneficiary. The Company also consolidates entities in which it has a controlling direct or indirect voting interest. All inter-company transactions have been eliminated in consolidation. The Company's acquisitions on or prior to December 31, 2008 were all accounted for as purchases in accordance with Statement of Financial Accounting Standards No. 141,

Business Combinations (SFAS No. 141). For business combinations for which the acquisition date is on or after January 1, 2009, the purchase price of Properties will be accounted for in accordance with the Codification Topic Business Combinations (FASB ASC 805) (prior authoritative guidance: Statement of Financial Accounting Standard No. 141R, Business Combinations).

The Company has applied the Codification Sub-Topic Variable Interest Entities (FASB ASC 810-10-15) (prior authoritative guidance: Interpretation No. 46R, Consolidation of Variable Interest Entities an interpretation of ARB 51). The objective of FASB ASC 810-10-15 is to provide guidance on how to identify a variable interest entity (VIE) and determine when the assets, liabilities, non-controlling interests, and results of operations of a VIE need to be included in a company's consolidated financial statements. A company that holds variable interests in an entity will need to consolidate such entity if the company absorbs a majority of the entity's expected losses or receives a majority of the entity's expected residual returns if they occur, or both (i.e., the primary beneficiary). The Company has also applied the Codification Sub-Topic Control of Partnerships and Similar Entities (FASB ASC 810-20) (prior authoritative guidance: Emerging Issues Task Force 04-5, Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights), which determines whether a general partner or the general partners as a group controls a limited partnership or similar entity and therefore should consolidate the entity. The Company will apply FASB ASC 810-10-15 and FASB ASC 810-20 to all types of entity ownership (general and limited partnerships and corporate interests).

The Company applies the equity method of accounting to entities in which the Company does not have a controlling direct or indirect voting interest or is not considered the primary beneficiary, but can exercise influence over the entity with respect to its operations and major decisions. The cost method is applied when (i) the investment is minimal (typically less than 5%) and (ii) the Company's investment is passive.

**(b) Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. All

property and site counts are unaudited.

*(c) Markets*

We manage all our operations on a property-by-property basis. Since each Property has similar economic and operational characteristics, the Company has one reportable segment, which is the operation of land lease Properties. The distribution of the Properties throughout the United States reflects our belief that geographic diversification helps insulate the portfolio from regional economic influences. We intend to target new

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

acquisitions in or near markets where the Properties are located and will also consider acquisitions of Properties outside such markets.

**(d) Inventory**

As of December 31, 2009, inventory primarily consists of merchandise inventory as almost all Site Set inventory has been reclassified to buildings and other depreciable property. (See Note 7 in the Notes to Consolidated Financial Statements contained in this Form 10-K). Inventory as of December 31, 2008, primarily consisted of new and used Site Set Resort Cottages and is stated at the lower of cost or market. Home sales revenues and resale revenues are recognized when the home sale is closed. The expense for home inventory reserve is included in the cost of home sales in our Consolidated Statements of Operations.

**(e) Real Estate**

In accordance with FASB ASC 805, which is effective for acquisitions on or after January 1, 2009, we recognize all the assets acquired and all the liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. We also expense transaction costs as they are incurred.

Acquisitions prior to December 31, 2008 were accounted for in accordance with SFAS No. 141. We allocated the purchase price of Properties we acquire to net tangible and identified intangible assets acquired based on their fair values. In making estimates of fair values for purposes of allocating purchase price, we utilize a number of sources, including independent appraisals that may be available in connection with the acquisition or financing of the respective Property and other market data. We also consider information obtained about each Property as a result of our due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired.

Real estate is recorded at cost less accumulated depreciation. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets. We generally use a 30-year estimated life for buildings acquired and structural and land improvements (including site development), a ten-year estimated life for building upgrades and a five-year estimated life for furniture, fixtures and equipment. New rental units are generally depreciated using a 20-year estimated life from each model year down to a salvage value of 40% of the original costs. Used rental units are generally depreciated based on the estimated life of the unit with no estimated salvage value.

The values of above-and below-market leases are amortized and recorded as either an increase (in the case of below-market leases) or a decrease (in the case of above-market leases) to rental income over the remaining term of the associated lease. The value associated with in-place leases is amortized over the expected term, which includes an estimated probability of lease renewal. Expenditures for ordinary maintenance and repairs are expensed to operations as incurred and significant renovations and improvements that improve the asset and extend the useful life of the asset are capitalized over their estimated useful life.

We periodically evaluate our long-lived assets, including our investments in real estate, for impairment indicators. Our judgments regarding the existence of impairment indicators are based on factors such as operational performance,

market conditions and legal factors. Future events could occur which would cause us to conclude that impairment indicators exist and an impairment loss is warranted.

For Properties to be disposed of, an impairment loss is recognized when the fair value of the Property, less the estimated cost to sell, is less than the carrying amount of the Property measured at the time the Company has a commitment to sell the Property and/or is actively marketing the Property for sale. A Property to be disposed of is reported at the lower of its carrying amount or its estimated fair value, less costs to sell. Subsequent to the date that a Property is held for disposition, depreciation expense is not recorded. The Company accounts for its Properties held for disposition in accordance with the Codification Sub-Topic Impairment or Disposal of Long



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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

Lived Assets ( FASB ASC 360- 10-35 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 144 Accounting for the Impairment or Disposal of Long-Lived Assets ). Accordingly, the results of operations for all assets sold or held for sale have been classified as discontinued operations in all periods presented.

***(f) Identified Intangibles and Goodwill***

We record acquired intangible assets and acquired intangible liabilities at their estimated fair value separate and apart from goodwill. We amortize identified intangible assets and liabilities that are determined to have finite lives over the period the assets and liabilities are expected to contribute directly or indirectly to the future cash flows of the property or business acquired. Intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount of an intangible asset is not recoverable and its carrying amount exceeds its estimated fair value.

The excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed is recorded as goodwill. Goodwill is not amortized but is tested for impairment at a level of reporting referred to as a reporting unit on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired.

As of December 31, 2009 and 2008, the carrying amounts of identified intangible assets and goodwill, a component of Escrow deposits and other assets on our consolidated balance sheets, were approximately \$19.6 million and \$12.0 million, respectively. Accumulated amortization of identified intangibles assets was approximately \$0.6 million and \$0.1 million as of December 31, 2009 and 2008, respectively.

***(g) Cash and Cash Equivalents***

We consider all demand and money market accounts and certificates of deposit with a maturity date, when purchased, of three months or less to be cash equivalents. The cash and cash equivalents as of December 31, 2009 and 2008 include approximately \$0.4 million of restricted cash.

***(h) Notes Receivable***

Notes receivable generally are stated at their outstanding unpaid principal balances net of any deferred fees or costs on originated loans, unamortized discounts or premiums, and an allowance. Interest income is accrued on the unpaid principal balance. Discounts or premiums are amortized to income using the interest method. In certain cases we finance the sales of homes to our customers (referred to as Chattel Loans ) which loans are secured by the homes. The allowance for the Chattel Loans is calculated based on a review of loan agings and a comparison of the outstanding principal balance of the Chattel Loans compared to the current estimated market value of the underlying manufactured home collateral.

The Company also provides financing for nonrefundable upfront payments on sales of right-to-use contracts ( Contracts Receivable ). Based upon historical collection rates and current economic trends, when a sale is financed, a

reserve is established for a portion of the Contracts Receivable balance estimated to be uncollectible. The allowance and the rate at which the Company provides for losses on its Contracts Receivable could be increased or decreased in the future based on the Company's actual collection experience. (See Note 8 in the Notes to Consolidated Financial Statements contained in this Form 10-K).

On August 14, 2008, we purchased Contract Receivables that were recorded at fair value at the time of acquisition of approximately \$19.6 million under the Codification Topic Loans and Debt Securities Acquired with Deteriorated Credit Quality ( FASB ASC 310-30 ) (prior authoritative guidance: American Institute of Certified Public Accountants Statement of Position (SOP) 03-3, Accounting for Certain Loans or Debt

**Table of Contents**

**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

Securities Acquired in a Transfer ). The fair value of these Contracts Receivable includes an estimate of losses that are expected to be incurred over the estimated remaining lives of the receivables, and therefore no allowance for losses was recorded for these receivables as of the transaction date. Through December 31, 2009, the credit performance of these receivables has generally been consistent with the assumptions used in determining the initial fair value of these loans, and our original expectations regarding the amounts and timing of future cash flows has not changed. A probable decrease in management's expectation of future cash collections related to these receivables could result in the need to record an allowance for credit losses related to these loans in the future. A significant and probable increase in expected cash flows would generally result in an increase in interest income recognized over the remaining life of the underlying pool of receivables.

**(i) Investments in Joint Ventures**

Investments in joint ventures in which the Company does not have a controlling direct or indirect voting interest, but can exercise significant influence over the entity with respect to its operations and major decisions, are accounted for using the equity method of accounting whereby the cost of an investment is adjusted for the Company's share of the equity in net income or loss from the date of acquisition and reduced by distributions received. The income or loss of each entity is allocated in accordance with the provisions of the applicable operating agreements. The allocation provisions in these agreements may differ from the ownership interests held by each investor. Differences between the carrying amount of the Company's investment in the respective entities and the Company's share of the underlying equity of such unconsolidated entities are amortized over the respective lives of the underlying assets, as applicable. See Note 6 in the Notes to Consolidated Financial Statements contained in this Form 10-K.

**(j) Income from Other Investments, net**

On August 14, 2008, the Company acquired substantially all of the assets and certain liabilities of Privileged Access, LP ( Privileged Access ) for an unsecured note payable of \$2.0 million (the PA Transaction ). Prior to August 14, 2008, income from other investments, net, primarily included revenue relating to the Company's former ground leases with Privileged Access. The ground leases were terminated on August 14, 2008 due to the PA Transaction. The ground leases with Privileged Access were for approximately 24,300 sites at 82 of the Company's Properties and were accounted for in accordance with Codification Topic Leases ( FASB ASC 840 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 13, Accounting for Leases ). The Company recognized income related to these ground leases of approximately \$15.8 million and \$20.6 million for the years ended December 31, 2008 and 2007, respectively.

**(k) Insurance Claims**

The Properties are covered against losses caused by various events including fire, flood, property damage, earthquake, windstorm and business interruption by insurance policies containing various deductible requirements and coverage limits. Recoverable costs are classified in other assets as incurred. Insurance proceeds are applied against the asset when received. Recoverable costs relating to capital items are treated in accordance with the Company's capitalization policy. The book value of the original capital item is written off once the value of the impaired asset has been determined. Insurance proceeds relating to the capital costs are recorded as income in the period they are received.

Approximately 70 Florida Properties suffered damage from five hurricanes that struck the state during 2004 and 2005. The Company estimates its total claim to be approximately \$21.0 million and has made claims for full recovery of these amounts, subject to deductibles.

The Company has received proceeds from insurance carriers of approximately \$10.7 million through December 31, 2009. The proceeds were accounted for in accordance with the Codification Topic

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

Contingencies ( FASB ASC 450 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 5, Accounting for Contingencies ). During the year ended December 31, 2009, 2008 and 2007, approximately \$1.6 million, \$0.6 million and \$0.6 million, respectively, has been recognized as a gain on insurance recovery, which is net of approximately \$0.3 million, \$0.3 million and \$0.2 million, respectively, of contingent legal fees and included in income from other investments, net.

On June 22, 2007, the Company filed a lawsuit related to some of the unpaid claims against certain insurance carriers and its insurance broker. See Note 18 in the Notes to Consolidated Financial Statements contained in this Form 10-K for further discussion of this lawsuit.

**(l) Fair Value of Financial Instruments**

The Company's financial instruments include short-term investments, notes receivable, accounts receivable, accounts payable, other accrued expenses, and mortgage notes payable. The fair values of all financial instruments, including notes receivable, were not materially different from their carrying values at December 31, 2009 and 2008.

The valuation of financial instruments under the Codification Topic Financial Instruments ( FASB ASC 825 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 107, Disclosures About Fair Value of Financial Instruments ) and the Codification Topic Derivatives and Hedging ( FASB ASC 815 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities ) requires us to make estimates and judgments that affect the fair value of the instruments. Where possible, we base the fair values of our financial instruments on listed market prices and third party quotes. Where these are not available, we base our estimates on other factors relevant to the financial instrument.

**(m) Deferred Financing Costs, net**

Deferred financing costs, net include fees and costs incurred to obtain long-term financing. The costs are being amortized over the terms of the respective loans on a level yield basis. Unamortized deferred financing fees are written-off when debt is retired before the maturity date. Upon amendment of the lines of credit, unamortized deferred financing fees are accounted for in accordance with, Codification Sub-Topic Modifications and Extinguishments ( FASB ASC 470-50-40 ) (prior authoritative guidance: Emerging Issues Task Force No. 98-14, Debtor's Accounting for Changes in Line-of-Credit or Revolving-Debt Arrangements ). Accumulated amortization for such costs was \$12.5 million and \$13.1 million at December 31, 2009 and 2008, respectively.

**(n) Revenue Recognition**

The Company accounts for leases with its customers as operating leases. Rental income is recognized over the term of the respective lease or the length of a customer's stay, the majority of which are for a term of not greater than one year. We will reserve for receivables when we believe the ultimate collection is less than probable. Our provision for uncollectible rents receivable was approximately \$2.2 million and \$1.5 million as of December 31, 2009 and 2008, respectively.

The Company accounts for the sales of right-to-use contracts in accordance with the Codification Topic Revenue Recognition ( FASB ASC 605 ) (prior authoritative guidance: Staff Accounting Bulletin 104, Revenue Recognition in Consolidated Financial Statements, Corrected ). A right-to-use contract gives the customer the right to a set schedule of usage at a specified group of Properties. Customers may choose to upgrade their contracts to increase their usage and the number of Properties they may access. A contract requires the customer to make an upfront nonrefundable payment and annual payments during the term of the

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

contract. The stated term of a right-to-use contract is generally three years and the customer may renew his contract by continuing to make the annual payments. The Company will recognize the upfront non-refundable payments over the estimated customer life which, based on historical attrition rates, the Company has estimated to be from one to 31 years. For example, we have currently estimated that 7.9% of customers who purchase a new right-to-use contract will terminate their contract after five years. Therefore, the upfront nonrefundable payments from 7.9% of the contracts sold in any particular period are amortized on a straight-line basis over a period of five years as the estimated customer life for 7.9% of our customers who purchase a contract is five years. The historical attrition rates for upgrade contracts are lower than for new contracts, and therefore, the nonrefundable upfront payments for upgrade contracts are amortized at a different rate than for new contracts. The decision to recognize this revenue in accordance with FASB ASC 605 was made after corresponding with the Office of the Chief Accountant at the SEC during September and October of 2008.

Right-to-use annual payments paid by customers under the terms of the right-to-use contracts are deferred and recognized ratably over the one-year period in which the services are provided.

Income from home sales is recognized when the earnings process is complete. The earnings process is complete when the home has been delivered, the purchaser has accepted the home and title has transferred.

**(o) Non-Controlling Interests**

Net income is allocated to Common OP Unitholders based on their respective ownership percentage of the Operating Partnership. Such ownership percentage is calculated by dividing the number of Common OP Units held by the Common OP Unitholders (4,914,040 and 5,366,741 at December 31, 2009 and 2008, respectively) by the total OP Units held the Common OP Unitholders and the Company. Issuance of additional shares of common stock or Common OP Units changes the percentage ownership of both the Non-controlling interests Common OP Units and the Company.

Due in part to the exchange rights (which provide for the conversion of Common OP Units into shares of common stock on a one-for-one basis), such transactions and the proceeds there from are treated as capital transactions and result in an allocation between stockholders equity and Non-controlling Interests to account for the change in the respective percentage ownership of the underlying equity of the Operating Partnership.

In accordance with the Codification Topic Consolidation ( FASB ASC 810 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 160, Non-controlling Interests in Consolidated Financial Statements ), effective January 1, 2009, the Company, for all periods presented, has reclassified the non-controlling interest for Common OP Units, approximately \$17.5 million as of December 31, 2008, from the mezzanine section under Total Liabilities to the Equity section of the consolidated balance sheets. The caption Common OP Units on the consolidated balance sheets also includes \$0.5 million of private REIT Subsidiaries preferred stock. Based on the Company s analysis, Perpetual Preferred OP Units remain in the mezzanine section. The presentation of income allocated to Common OP Units, approximately \$4.3 million and \$7.7 million for the years ended December 31, 2008 and 2007, respectively, and Perpetual Preferred OP Units, approximately \$16.1 million for the years ended December 31, 2008 and 2007, on the consolidated statements of operations has been moved to the bottom of the statement prior to Net income available

to Common Shares.

**(p) *Income Taxes***

Due to the structure of the Company as a REIT, the results of operations contain no provision for U.S. federal income taxes for the REIT, but the Company is still subject to certain foreign, state and local income, excise or franchise taxes. In addition, the Company has several taxable REIT subsidiaries which are subject to federal and state income taxes at regular corporate tax rates.

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

The Company expensed federal, foreign, state and local taxes of approximately \$0.6 million, \$0.4 million and \$0.4 million for the years ended December 31, 2009, 2008, and 2007, respectively, which includes taxes payable from activities managed through taxable REIT subsidiaries ( TRSs ). Overall, the TRSs have federal net operating loss carryforwards. No net tax benefits have been recorded by the TRSs since it is not considered more likely than not that the deferred tax asset related to the TRSs net operating loss carryforwards will be utilized.

The Company adopted the provisions of Codification Topic Income Taxes ( FASB 740 ) (prior authoritative guidance: Interpretation No. 48 Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109

Accounting for Income Taxes ) on January 1, 2007. The adoption of FASB 740 resulted in no impact to the Company s consolidated financial statements. The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions and Canada. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2006.

As of December 31, 2009, net investment in real estate and notes receivable had a U.S. federal tax basis of approximately \$1.4 billion (unaudited) and \$24.5 million (unaudited), respectively.

***(q) Derivative Instruments and Hedging Activities***

The Company recognizes all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The Company currently does not have any derivative instruments.

***(r) Stock Compensation***

The Company adopted the fair-value-based method of accounting for share-based payments pursuant to Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation-Transition and Disclosure ( SFAS No. 148 ) and FASB ASC 718. The Company uses the Black-Scholes-Merton formula to estimate the value of stock options granted to employees (see Note 14 in the Notes to Consolidated Financial Statements contained in this Form 10-K).

***(s) Recent Accounting Pronouncements***

In May 2009, the FASB issued Statement of Financial Accounting Standards No. 165, Subsequent Events, the current authoritative guidance of which is the Codification Sub-Topic Subsequent Events ( FASB ASC 855-10 ). FASB ASC 855-10 seeks to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. The Statement sets forth the period and circumstances after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements. The Statement introduces the concept of financial statements being available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, that is, whether that date

represents the date the financial statements were issued or were available to be issued. The Statement applies to interim or annual financial periods ending after June 15, 2009. The adoption of FASB ASC 855-10 has had no material effect on the Company's financial statements. Our management evaluated for subsequent events through the time of our filing on February 25, 2010.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R), the current authoritative guidance of which is the Codification Topic Consolidation ( FASB ASC 810 ). FASB ASC 810 seeks to improve financial reporting by enterprises involved

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 2 Summary of Significant Accounting Policies (continued)**

with variable interest entities. The Statement addresses the effects on certain provisions of FASB ASC 810-10-15, Variable Interest Entities, as a result of the elimination of the qualifying special-purpose entity concept in FASB Statement No. 166, Accounting for Transfers of Financial Assets. It also discusses the application of certain key provisions of FASB ASC 810-10-15, including those in which the accounting and disclosures under FASB ASC 810-10-15 do not always provide timely and useful information about an enterprise's involvement in a variable interest entity. This Statement is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. The Company does not believe that the adoption of FASB ASC 810 will have a material impact on its consolidated financial statements.

In June 2008, the FASB issued FASB Staff Position on Emerging Issues Task Force Issue 03-6, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities ( FSP EITF 03-6-1 ), the current authoritative guidance of which is the Codification Sub-Topic Earnings Per Share ( FASB ASC 260-10 ). FSP EITF 03-6-1 states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share ( EPS ) pursuant to the two-class method. FSP EITF 03-6-1 was effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior-period EPS data presented shall be adjusted retrospectively (including interim financial statements, summaries of earnings, and selected financial data) to conform with the provisions of FSP EITF 03-6-1. Early application was not permitted. Adoption on January 1, 2009 did not materially impact our earnings per share calculation.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, The Hierarchy of Generally Accepted Accounting Principles ( SFAS No. 162 ). The Statement identifies the sources of accounting principles and framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. The purpose is to remove the focus of setting the GAAP hierarchy from the auditor and giving the entity the responsibility of setting the GAAP hierarchy. SFAS No. 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board Auditing amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. The adoption of SFAS No. 162 did not have a material impact on the Company's consolidated financial statements.

**(t) Reclassifications**

Certain 2007 and 2008 amounts have been reclassified to conform to the 2009 presentation. This reclassification had no material effect on the consolidated balance sheets or statement of operations of the Company.

**Note 3 Earnings Per Common Share**

Earnings per common share are based on the weighted average number of common shares outstanding during each year. Codification Topic Earnings Per Share ( FASB ASC 260 ) (prior authoritative guidance: Statement of Financial Accounting Standards No. 128, Earnings Per Share ) defines the calculation of basic and fully diluted earnings per share. Basic and fully diluted earnings per share are based on the weighted average shares outstanding during each

year and basic earnings per share exclude any dilutive effects of options, warrants and convertible securities. The conversion of OP Units has been excluded from the basic earnings per share calculation. The conversion of an OP Unit to a share of common stock has no material effect on earnings per common share.

Table of Contents**Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 3 Earnings Per Common Share (continued)**

The following table sets forth the computation of basic and diluted earnings per common share for the years ended December 31, 2009, 2008 and 2007 (amounts in thousands):

	<b>Years Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Numerators:</b>			
<b>Income from Continuing Operations:</b>			
Income from continuing operations basic	\$ 29,819	\$ 18,157	\$ 22,160
Amounts allocated to dilutive securities	5,433	4,265	5,322
Income from continuing operations fully diluted	\$ 35,252	\$ 22,422	\$ 27,482
<b>Income from Discontinued Operations:</b>			
Income from discontinued operations basic	\$ 4,186	\$ 146	\$ 9,942
Amounts allocated to dilutive securities	680	32	2,383
Income from discontinued operations fully diluted	\$ 4,866	\$ 178	\$ 12,325
<b>Net Income Available for Common Shares:</b>			
Net income available for Common Shares basic	\$ 34,005	\$ 18,303	\$ 32,102
Amounts allocated to dilutive securities	6,113	4,297	7,705
Net income available for Common Shares fully diluted	\$ 40,118	\$ 22,600	\$ 39,807
<b>Denominator:</b>			
Weighted average Common Shares outstanding basic	27,583	24,466	24,089
Effect of dilutive securities:			
Redemption of Common OP Units for Common Shares Shares	5,075	5,674	5,870
Employee stock options and restricted shares	286	358	455
Weighted average Common Shares outstanding fully diluted	32,944	30,498	30,414

**Note 4 Common Stock and Other Equity Related Transactions**

On May 18, 2007 the stockholders approved the increase of authorized common stock from 50,000,000 to 100,000,000.

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 4 Common Stock and Other Equity Related Transactions (continued)**

The following table presents the changes in the Company's outstanding common stock for the years ended December 31, 2009, 2008 and 2007 (excluding OP Units of 4,914,040, 5,366,741, and 5,836,043 outstanding at December 31, 2009, 2008, and 2007, respectively):

	<b>2009</b>	<b>2008</b>	<b>2007</b>
Shares outstanding at January 1,	25,051,322	24,348,517	23,928,652
Common stock issued through conversion of OP Units	448,501	469,302	254,025
Common stock issued through exercise of options	213,721	169,367	143,841
Common stock issued through stock grants	27,000	50,000	18,000
Common stock issued through ESPP and DRIP	34,769	32,184	22,820
Common stock repurchased and retired	(24,568)	(18,048)	(18,821)
Common stock issued through stock offering	4,600,000		
Shares outstanding at December 31,	30,350,745	25,051,322	24,348,517

As of December 31, 2009 and 2008, the Company's percentage ownership of the Operating Partnership was approximately 86.1% and 82.4%, respectively. The remaining approximately 13.9% and 17.6%, respectively, was owned by the Common OP Unitholders.

The following regular quarterly distributions have been declared and paid to common stockholders and non-controlling interests since January 1, 2007:

<b>Distribution Amount Per Share</b>	<b>For the Quarter Ending</b>	<b>Stockholder Record Date</b>	<b>Payment Date</b>
\$0.1500	March 31, 2007	March 30, 2007	April 13, 2007
\$0.1500	June 30, 2007	June 29, 2007	July 13, 2007
\$0.1500	September 30, 2007	September 28, 2007	October 12, 2007
\$0.1500	December 31, 2007	December 28, 2007	January 11, 2008
\$0.2000	March 31, 2008	March 28, 2008	April 11, 2008
\$0.2000	June 30, 2008	June 27, 2008	July 11, 2008
\$0.2000	September 30, 2008	September 26, 2008	October 10, 2008
\$0.2000	December 31, 2008	December 26, 2008	January 9, 2009
\$0.2500	March 31, 2009	March 27, 2009	April 10, 2009

\$0.2500	June 30, 2009	June 26, 2009	July 10, 2009
\$0.3000	September 30, 2009	September 25, 2009	October 9, 2009
\$0.3000	December 31, 2009	December 24, 2009	January 8, 2010

The Company adopted the 1997 Non-Qualified Employee Stock Purchase Plan ( ESPP ) in July 1997. Pursuant to the ESPP, as amended on May 3, 2006, certain employees and directors of the Company may each annually acquire up to \$250,000 of common stock of the Company. The aggregate number of shares of common stock available under the ESPP shall not exceed 1,000,000, subject to adjustment by the Company s Board of Directors. The common stock may be purchased monthly at a price equal to 85% of the lesser of: (a) the closing price for a share of common stock on the last day of the offering period; and (b) the closing price for a share of common stock on the first day of the offering period. Shares of common stock issued through the ESPP for the years ended December 31, 2009 and 2008 were 34,450 and 31,770, respectively.

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 4 Common Stock and Other Equity Related Transactions (continued)**

On June 29, 2009, the Company issued 4.6 million shares of common stock in an equity offering for proceeds of approximately \$146.4 million, net of offering costs.

**Note 5 Investment in Real Estate**

Investment in Real Estate is comprised of (amounts in thousands):

***Properties Held for Long Term***

	<b>December 31, 2009</b>	<b>December 31, 2008</b>
Investment in real estate:		
Land	\$ 543,613	\$ 539,702
Land improvements	1,741,142	1,715,627
Buildings and other depreciable property	248,907	222,699
	2,533,662	2,478,028
Accumulated depreciation	(628,839)	(557,001)
Net investment in real estate	\$ 1,904,823	\$ 1,921,027

***Properties Held for Sale***

	<b>December 31, 2009</b>	<b>December 31, 2008</b>
Investment in real estate:		
Land	\$ 1,109	\$ 2,277
Land improvements	3,301	10,125
Buildings and other depreciable property	143	591
	4,553	12,993
Accumulated depreciation	(929)	(4,103)
Net investment in real estate	\$ 3,624	\$ 8,890



Land improvements consist primarily of improvements such as grading, landscaping and infrastructure items such as streets, sidewalks or water mains. Buildings and other depreciable property consist of permanent buildings in the Properties such as clubhouses, laundry facilities, maintenance storage facilities, rental units and furniture, fixtures and equipment. See Note 7 in the Notes to the Consolidated Financial Statements contained in this Form 10-K for disclosure regarding the reclassification of resort cottage inventory to Buildings and other depreciable property during the year ended December 31, 2009.

All acquisitions have been accounted for utilizing the purchase method of accounting and, accordingly, the results of operations of acquired assets are included in the statements of operations from the dates of acquisition. Certain purchase price adjustments may be made within one year following the acquisitions. We acquired all of

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 5 Investment in Real Estate (continued)**

these Properties from unaffiliated third parties. During the years ended December 31, 2009, 2008 and 2007, the Company acquired the following Properties (dollars in millions):

1) During the year ended December 31, 2009, we acquired the remaining 75% interests in the following three Diversified Portfolio joint ventures known as:

<b>Closing Date</b>	<b>Property</b>	<b>Location</b>	<b>Total Sites</b>	<b>Real Estate</b>	<b>Debt Assumed</b>	<b>Net Equity</b>
February 13, 2009	Plymouth Rock	Elkhart Lake, WI	609	\$ 10.7	\$ 6.4(a)	\$ 4.3
February 13, 2009	Robin Hill	Lenhartsville, PA	270	5.0	3.5	1.5
February 13, 2009	Sun Valley	Brownsville, PA	265	3.5	1.9	1.6

(a) Net of approximately \$1.1 million of mark-to-market discount.

2) During the year ended December 31, 2008, we acquired the following Properties:

<b>Closing Date</b>	<b>Property</b>	<b>Location</b>	<b>Total Sites</b>	<b>Real Estate</b>	<b>Debt</b>	<b>Net Equity</b>
January 14, 2008	Grandy Creek	Concrete, WA	179	\$ 1.8	\$	\$ 1.8
January 23, 2008	Lake George Schroon Valley	Warrensburg, NY	151	2.1		2.1

3) During the year ended December 31, 2007, we acquired the following Properties:

<b>Closing Date</b>	<b>Property</b>	<b>Location</b>	<b>Total Sites</b>	<b>Real Estate</b>	<b>Debt</b>	<b>Net Equity</b>
January 29, 2007	Mesa Verde (a)	Yuma, AZ	345	\$ 5.9	\$ 3.5	\$ 2.4
June 27, 2007	Winter Garden (a)	Winter Garden, FL	350	10.9	4.0	6.9
August 3, 2007	Pine Island	St. James City, FL	363	6.5		6.5
September 26, 2007			106	5.5		5.5

October 11, 2007	Santa Cruz RV Ranch Tuxbury Resort	Scotts Valley, CA Amesbury, MA	305	7.3	1.1(b)	6.1
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(a) Purchased remaining 75% interest in the two Diversified Investments joint venture Properties above, in which we had an existing 25% joint venture ownership interest of \$0.7 million. The gross purchase price for Mesa Verde includes \$0.3 million in prepaid rent.

(b) Net of approximately \$0.1 million of mark-to-market adjustment.

Investment in real estate also increased due to the consolidation of the Bar Harbor joint venture as of December 31, 2007. See Note 6 in the Notes to Consolidated Financial Statements contained in this Form 10-K.

We actively seek to acquire additional Properties and currently are engaged in negotiations relating to the possible acquisition of a number of Properties. At any time these negotiations are at varying stages, which may include contracts outstanding, to acquire certain Properties, which are subject to satisfactory completion of our due diligence review.

As of December 31, 2009, the Company has one Property designated as held for disposition pursuant to FASB ASC 360-10-35. The Company determined that this Property no longer met its investment criteria. As such, the results from operations of this Property is classified as income from discontinued operations. The Property classified as held for disposition is listed in the table below.

Property	Location	Sites
Creekside	Wyoming, MI	165

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 5 Investment in Real Estate (continued)**

On December 29, 2009, a deed-in-lieu of foreclosure agreement, signed by the Company was sent to the loan servicer regarding our nonrecourse mortgage loan of approximately \$3.6 million secured by Creekside. See Note 18 in the Notes to Consolidated Financial Statements contained in this Form 10-K.

During the three years ended December 31, 2009, the Company sold the following Properties. Except for Caledonia, the operating results have been reflected in discontinued operations.

- 1) On July 20, 2009, we sold Casa Village, a 490-site manufactured home Property in Billings, Montana for a stated purchase price of approximately \$12.4 million. The buyer assumed \$10.6 million of mortgage debt that had a stated interest rate of 6.02% and was schedule to mature in 2013. The Company recognized a gain on the sale of approximately \$5.1 million. Cash proceeds from the sale, net of closing costs, were approximately \$1.1 million.
- 2) On April 17, 2009, we sold Caledonia, a 247-site resort Property in Caledonia, Wisconsin, for proceeds of approximately \$2.2 million. The Company recognized a gain on sale of approximately \$0.8 million which is included in Income from other investments, net. In addition, we received approximately \$0.3 million of deferred rent due from the previous tenant.
- 3) On November 30, 2007, we sold Holiday Village, a 519-site all-age manufactured home Property in Sioux City, Iowa for approximately \$2.6 million and a gain of approximately \$0.6 million.
- 4) On July 6, 2007, the Company sold Del Rey, a 407-site manufactured home Property in Albuquerque, New Mexico, for proceeds of approximately \$13.0 million and recognized a gain on sale of approximately \$6.9 million. The proceeds were deposited in a tax-deferred exchange account and the proceeds were subsequently used for the acquisition of Pine Island and Tuxbury Resort discussed above.
- 5) On January 10, 2007, the Company sold, Lazy Lakes, a 100-site resort Property in the Florida Keys for proceeds of approximately \$7.7 million and recognized a gain on sale of approximately \$4.6 million. The proceeds were deposited in a tax-deferred exchange account and were subsequently used for the acquisitions of Winter Garden and Mesa Verde discussed above.

The following table summarizes the combined results of operations of Properties held for sale or sold during the years ended December 31, 2009, 2008 and 2007 (amounts in thousands):

	<b>2009</b>	<b>2008</b>	<b>2007</b>
Rental income	\$ 1,424	\$ 2,121	\$ 3,020
Utility and other income	96	155	243
Property operating revenues	1,520	2,276	3,263
Property operating expenses	(758)	(1,101)	(1,972)

Income from property operations	762	1,175	1,291
Income (loss) from home sales operations	22	8	(65)
Interest and amortization	(604)	(926)	(937)
Gain (loss) on real estate	4,686	(79)	12,036
Income from discontinued operations	\$ 4,866	\$ 178	\$ 12,325

**Note 6 Investment in Joint Ventures**

The Company recorded approximately \$2.9 million and \$3.8 million of equity in income from unconsolidated joint ventures, net of approximately \$1.3 million and \$1.8 million of depreciation expense for the years ended December 31, 2009 and 2008, respectively. The Company received approximately \$2.9 million and

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 6 Investment in Joint Ventures (continued)**

\$4.2 million in distributions from such joint ventures for the years ended December 31, 2009 and 2008, respectively. Approximately \$2.9 million and \$3.7 million of such distributions were classified as a return on capital and were included in operating activities on the Consolidated Statements of Cash Flows for the years ended December 31, 2009 and 2008, respectively. The remaining distributions were classified as a return of capital and classified as investing activities on the Consolidated Statements of Cash Flows. Approximately \$1.3 million and \$2.7 million of the distributions received in the years ended December 31, 2009 and 2008, respectively, exceeded the Company's basis in its joint venture and as such were recorded in income from unconsolidated joint ventures. Distributions include amounts received from the sale or liquidation of equity in joint venture investments.

On February 13, 2009, the Company purchased the remaining 75% interest in the Diversified Portfolio joint venture Properties in which we had an existing 25% joint venture interest. The Properties are known as Robin Hill in Lenhartsville, Pennsylvania, Sun Valley in Bowmansville, Pennsylvania and Plymouth Rock in Elkhart Lake, Wisconsin. Also on February 13, 2009, the Company sold its 25% interest in the Diversified Portfolio joint ventures known as Round Top, in Gettysburg, Pennsylvania and Pine Haven in Ocean View, New Jersey. A gain on sale of approximately \$1.1 million was recognized and is included in equity in income from unconsolidated joint ventures.

During the year ended December 31, 2008, the Company invested approximately \$5.7 million to acquire an additional 25% interest in Voyager RV Resort, increasing the Company's ownership interest to 50%. The additional investment was determined on a total purchase price of \$50.5 million and mortgage debt of \$22.5 million. The Company exercised its option to acquire the remaining percentage of Bar Harbor joint venture from its joint venture partner. Under the formula provided for in the call option section of the joint venture agreement, no additional consideration was required to be paid to exercise the option and the Company now owns 100% of the three Bar Harbor Properties. The Company sold its 25% interest in the four Morgan Portfolio joint ventures known as New Point in New Point, Virginia, Virginia Park in Old Orchard Beach, Maine, Club Naples in Naples, Florida and Gwynn's Island in Gwynn, Virginia, for a sales price of approximately \$2.1 million. The sales price for the four Morgan Portfolio joint ventures was based on a total sales price of approximately \$25.7 million net of mortgage debt of approximately \$17.2 million. A gain on the sale of approximately \$1.6 million was recognized. The Company also received approximately \$0.4 million held for the initial investment in one of the Morgan Properties.

During the year ended December 31, 2008, the Company received approximately \$4.2 million in distributions from our joint ventures. \$3.7 million of these distributions were classified as return on capital and were included in operating activities. The remaining distributions of approximately \$0.5 million were classified as a return of capital and were included in investing activities and were related to the sale of the Company's 25% interest in four of our joint venture Properties. Approximately \$2.7 million of the distributions received exceeded the Company's basis in its joint venture and as such were recorded in income from unconsolidated joint ventures. Of these distributions, \$0.6 million relates to the gain on the payoff of our share of seller financing in excess of our joint venture basis on one Lakeshore investment.

During the year ended December 31, 2007, the Company invested approximately \$2.7 million in developing one of the Bar Harbor joint venture Properties, which resulted in an increase of the Company's ownership interest per the joint venture agreement. As of December 31, 2007, the Bar Harbor joint venture had been consolidated with the operations of the Company as the Company had determined that as of December 31, 2007 we are the primary beneficiary by

applying the standards of FASB ASC 810-10-15. This consolidation had decreased the Company's investment in joint venture by approximately \$11.1 million, with an offsetting increase in investment in real estate.

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 6 Investment in Joint Ventures (continued)**

During the year ended December 31, 2007, the Company received approximately \$5.2 million in distributions from our joint ventures. \$5.1 million of these distributions were classified as return on capital and were included in operating activities. The remaining distributions of approximately \$0.1 million were classified as a return of capital and were included in investing activities and were related to refinancings at three of our joint venture Properties. Approximately \$2.5 million of the distributions received exceeded the Company's basis in its joint venture and as such were recorded in income from unconsolidated joint ventures.

The following table summarizes the Company's investment in unconsolidated joint ventures (with the number of Properties shown parenthetically for the years ended December 31, 2009 and 2008, respectively):

Investment	Location	Number of Sites	Economic Interest(a)	Investment as of		JV Income For Year Ended		
				December 2009	December 2008	December 2009	December 2008	December 31, 2007
Meadows Investments	Various (2,2)	1,027	50%	\$ 245	\$ 406	\$ 877	\$ 838	\$ 698
Lakeshore Investments	Florida (2,2)	342	65%	133	110	277	890	276
Voyager	Arizona (1,1)	1,706	50%(b)	8,732	8,953	550	470	313
Other Investments	Various (0,5)(c)		25%	332	207	1,192	1,555	1,409
		3,075		\$ 9,442	\$ 9,676	\$ 2,896	\$ 3,753	\$ 2,696

(a) The percentages shown approximate the Company's economic interest as of December 31, 2009. The Company's legal ownership interest may differ.

(b) Voyager joint venture primarily consists of a 50% interest in Voyager RV Resort. A 25% interest in the utility plant servicing the Property is included in Other Investments.

(c) In February 2009, the Company sold its 25% interest in two Diversified Portfolio joint ventures.

**Note 7 Inventory**

The following table sets forth Inventory as of the years ended December 31, 2009 and 2008 (amounts in thousands):

	December 31, 2009	December 31, 2008
New homes(1)	\$ 174	\$ 8,436
Used homes(2)		312



Other (3)		2,790		4,651
Total inventory (4)		2,964		13,399
Inventory reserve				(465)
Inventory, net of reserves	\$	2,964	\$	12,934

(1) Includes 18 and 261 new units for the years ended December 31, 2009 and 2008, respectively.

(2) Includes zero and 27 used units for the years ended December 31, 2009 and 2008, respectively.

(3) Other inventory primarily consists of merchandise inventory.

(4) Includes zero and \$0.3 million in discontinued operations as of December 31, 2009 and 2008, respectively.

During the year ended December 31, 2009, \$6.7 million of new and used resort cottage inventory and related reserves were reclassified to fixed assets. During the year ended December 31, 2008, \$57.8 million of manufactured home inventory, including reserves of approximately \$0.8 million, was reclassified to Buildings

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 7 Inventory (continued)**

and other depreciable property. The inventory reclassified is primarily rented to customers on an annual basis. The reclassification was made to reflect the current use of the resources as rental units.

**Note 8 Notes Receivable**

As of December 31, 2009 and December 31, 2008, the Company had approximately \$30.0 million and \$31.8 million in notes receivable, respectively. As of December 31, 2009 and 2008, the Company has approximately \$10.4 million and \$12.0 million, respectively, in Chattel Loans receivable, which yield interest at a per annum average rate of approximately 8.8%, have an average term and amortization of 3 to 20 years, require monthly principal and interest payments and are collateralized by homes at certain of the Properties. These notes are recorded net of allowances of approximately \$0.3 million and \$0.2 million as of December 31, 2009 and December 31, 2008, respectively. During the year ended December 31, 2009 and 2008, approximately \$1.0 million and \$1.5 million, respectively, was repaid and an additional \$0.5 million and \$4.3 million, respectively, was loaned to customers.

As of December 31, 2009 and December 31, 2008, the Company had approximately \$17.4 million and \$19.5 million, respectively, of Contracts Receivables, including allowances of approximately \$1.2 million and \$0.3 million, respectively. These Contracts Receivables represent loans to customers who have purchased right-to-use contracts. The Contracts Receivable yield interest at a per annum average rate of 16.5%, have a weighted average term remaining of approximately four years and require monthly payments of principal and interest. During the period ended December 31, 2009 and 2008, approximately \$9.6 million and \$4.0 million, respectively, was repaid and an additional \$8.0 million and \$4.0 million, respectively, was loaned to customers.

As of December 31, 2009 and 2008, the Company had approximately \$0.2 million and \$0.4 million respectively, in notes, which bear interest at a per annum rate of prime plus 0.5% and mature on December 31, 2011. The notes are collateralized with partnership interests in certain joint ventures.

As of December 31, 2009 and 2008, the Company had approximately \$2.0 million and zero, respectively, in notes, which bear interest at a per annum rate of 11.0% and matures on July 6, 2010. The note is collateralized by first priority mortgages on four resort properties.

**Note 9 Long-Term Borrowings**

**Secured Debt**

As of December 31, 2009 and December 31, 2008, the Company had outstanding mortgage indebtedness on Properties held for long term of approximately \$1,542.5 million and \$1,555 million, respectively, and approximately \$4 million and \$14 million of mortgage indebtedness as of December 31, 2009 and December 31, 2008, respectively, on Properties held for sale. The weighted average interest rate on this mortgage indebtedness for the years ended December 31, 2009 and December 31, 2008 was approximately 6.1% per annum and 5.9% per annum, respectively. The debt bears interest at rates of 5.0% to 10.0% per annum and matures on various dates ranging from 2010 to 2019.

Included in our December 31, 2008 debt balance are three capital leases with balances of approximately \$6.7 million with imputed interest rates of 13.1% per annum. The outstanding balances on these capital leases were paid off on July 1, 2009. The debt encumbered a total of 140 and 151 of the Company's Properties as of December 31, 2009 and December 31, 2008, and the carrying value of such Properties was approximately \$1,680 million and \$1,694 million, respectively, as of such dates.

As of December 31, 2009 and 2008, the Company has outstanding debt secured by certain manufactured homes of \$1.5 million and \$0 million, respectively. This financing provided by the manufactured home dealer requires monthly payments, bears interest at 8.5% and matures on the earlier of: 1) the date the home is sold, or 2) November 20, 2016.

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 9 Long-Term Borrowings (continued)****Financing, Refinancing and Early Debt Retirement***2009 activity*

During the year ended December 31, 2009, the Company closed on approximately \$107.5 million of new financing, on six manufactured home properties, with a weighted average interest rate of 6.32%. We used the proceeds from the financing to pay-off approximately \$106.7 million on 20 Properties, with a weighted average interest rate of 7.36%. During December 2009, we borrowed approximately \$1.5 million which is secured by individual manufactured homes.

On February 13, 2009, in connection with the acquisition of the remaining 75% interests in the Diversified Portfolio joint venture, we assumed mortgages of approximately \$12.9 million with a value of approximately \$11.9 million.

On December 17, 2009, the Company paid off the \$2 million unsecured note payable to Privileged Access.

*2008 activity*

During the year ended December 31, 2008, the Company closed on approximately \$231.0 million of new financing, on 15 manufactured home properties, with a weighted average interest rate of 6.01%. We used the proceeds from the financing to pay-off approximately \$245.8 million of mortgage debt on 28 manufactured home properties, with a weighted average interest rate of 5.54%. The proceeds were also used to pay down amounts outstanding on our lines of credit.

**Unsecured Loans**

We have two unsecured Lines of Credit ( LOC ) of \$350 million and \$20 million that bear interest at a rate of LIBOR plus a maximum of 1.20% per annum, have a 0.15% facility fee, mature on June 30, 2010, and have a one-year extension option. The weighted average interest rate for the year ended December 31, 2009 for our unsecured debt was approximately 1.7% per annum. During the year ended December 31, 2009, we borrowed \$50.9 million and paid down \$143.9 million on the lines of credit for a net pay-down of \$93.0 million. As of December 31, 2009, there were no amounts outstanding on the line of credit.

**Other Loans**

Aggregate payments of principal on long-term borrowings for each of the next six years and thereafter are as follows (amounts in thousands):

<b>Year</b>	<b>Amount</b>
2010	\$ 203,663
2011	75,719

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2012	21,806
2013	121,685
2014	200,829
2015	533,392
Thereafter	391,598
Net unamortized premiums	(791)
Total	\$ 1,547,901

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**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 9 Long-Term Borrowings (continued)****Note 10 Deferred Revenue-sale of right-to-use contracts and Deferred Commission Expense**

The sales of right-to-use contracts are recognized in accordance with FASB ASC 605. The Company will recognize the upfront non-refundable payments over the estimated customer life which, based on historical attrition rates, the Company has estimated to be between one to 31 years. The commissions paid on the sale of right-to-use contracts will be deferred and amortized over the same period as the related sales revenue.

Components of the change in deferred revenue-sale of right-to-use contracts and deferred commission expense are as follows (amounts in thousands):

	<b>2009</b>	<b>2008</b>
Deferred revenue sale of right-to-use contracts, as of January 1,	\$ 10,611	\$
Deferral of new right-to-use contracts	21,526	10,951
Deferred revenue recognized	(2,644)	(340)
Net increase in deferred revenue	18,882	10,611
Deferred revenue sale of right-to-use contracts, as of December 31,	\$ 29,493	\$ 10,611
Deferred commission expense, as of January 1,	\$ 3,644	\$
Costs deferred	6,550	3,756
Amortization of deferred costs	(821)	(112)
Net increase in deferred commission expense	5,729	3,644
Deferred commission expense, December 31,	\$ 9,373	\$ 3,644

**Note 11 Lease Agreements**

The leases entered into between the customer and the Company for the rental of a site are generally month-to-month or for a period of one to ten years, renewable upon the consent of the parties or, in some instances, as provided by statute. Non-cancelable long-term leases are in effect at certain sites within approximately 31 of the Properties. Rental rate increases at these Properties are primarily a function of increases in the Consumer Price Index, taking into consideration certain conditions. Additionally, periodic market rate adjustments are made as deemed appropriate. Future minimum rents are scheduled to be received under non-cancelable tenant leases at December 31, 2009 as follows (amounts in thousands):

<b>Year</b>	<b>Amount</b>
2010	\$ 68,068
2011	70,232
2012	49,950
2013	26,867
2014	16,363
Thereafter	36,744
Total	\$ 268,224

**Note 12 Ground Leases**

The Company leases land under non-cancelable operating leases at certain of the Properties expiring in various years from 2013 to 2054, with terms which require twelve equal payments per year plus additional rents calculated as a percentage of gross revenues. For the year ended December 31, 2009, ground lease rent was approximately \$1.9 million and for the years ended December 31, 2008 and 2007, ground lease rent was

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 12 Ground Leases (continued)**

approximately \$1.8 million and \$1.6 million, respectively. Minimum future rental payments under the ground leases as of December 31, 2009 as follows (amounts in thousands):

<b>Year</b>	<b>Amount</b>
2010	\$ 1,917
2011	1,910
2012	1,917
2013	1,914
2014	1,915
Thereafter	18,660
Total	\$ 28,233

**Note 13 Transactions with Related Parties****Privileged Access**

On August 14, 2008, the Company closed on the PA Transaction by acquiring substantially all of the assets and assumed certain liabilities of Privileged Access for an unsecured note payable of \$2.0 million which was paid off during the year ended December 31, 2009. Prior to the purchase, Privileged Access had a 12-year lease with the Company for 82 Properties that terminated upon closing. At closing, approximately \$4.8 million of Privileged Access cash was deposited into an escrow account for liabilities that Privileged Access has retained. The balance in the escrow account as of December 31, 2009 was approximately \$1.9 million.

Mr. McAdams, the Company's President effective January 1, 2008, owns 100% of Privileged Access. The Company has entered into an employment agreement effective as of January 1, 2008 (the Employment Agreement) with Mr. McAdams which provides for an initial term of three years, but such Employment Agreement can be terminated at any time. The Employment Agreement provides for a minimum annual base salary of \$0.3 million, with the option to receive an annual bonus in an amount up to three times his base salary. Mr. McAdams is also subject to a non-compete clause and to mitigate potential conflicts of interest shall have no authority, on behalf of the Company and its affiliates, to enter into any agreement with any entity controlling, controlled by or affiliated with Privileged Access. Prior to forming Privileged Access, Mr. McAdams was a member of our Board of Directors from January 2004 to October 2005. Simultaneous with his appointment as president of Equity Lifestyle Properties, Inc., Mr. McAdams resigned as Privileged Access's Chairman, President and CEO. However, he was on the board of PATT Holding Company, LLC (PATT), until the entity was dissolved in 2008.

Mr. Heneghan, the Company's CEO, was a member of the board of PATT, pursuant to the Company's rights under its resort Property leases with Privileged Access to represent the Company's interests from April 14, 2006 to August 13, 2008. Mr. Heneghan did not receive compensation in his capacity as a member of such board.



In connection with the PA Transaction, the Company hired most of the property employees and certain property management and corporate employees of Privileged Access. Subsequent to the PA Transaction, the Company reimbursed Privileged Access for services provided in 2008 by Privileged Access employees retained by Privileged Access, which were necessary for the transition of the former Privileged Access operations to the Company.

Privileged Access had the following substantial business relationships with the Company, which were all terminated with the closing of the PA Transaction on August 14, 2008. As of both December 31, 2009 and

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 13 Transactions with Related Parties (continued)**

December 31, 2008, there were no payments owed to the Company or by the Company with respect to the relationships described below.

Prior to August 14, 2008, the Company was leasing approximately 24,300 sites at 82 resort Properties (which includes 60 Properties operated by a subsidiary of Privileged Access known as the TT Portfolio ) to Privileged Access or its subsidiaries. For the years ended December 31, 2009, 2008, and 2007 we recognized zero, \$15.8 million, and \$20.5 million, respectively, in rent from these leasing arrangements. The lease income is included in Income from other investments, net in the Company's Consolidated Statements of Operations. During the years ended December 31, 2009 and December 31, 2008, the Company reimbursed zero and approximately \$2.7 million, respectively, to Privileged Access for capital improvements.

Effective January 1, 2008, the leases for these Properties provided for the following significant terms: a) annual fixed rent of approximately \$25.5 million, b) annual rent increases at the higher of Consumer Price Index ( CPI ) or a renegotiated amount based upon the fair market value of the Properties, c) expiration date of January 15, 2020, and d) two 5-year extension terms at the option of Privileged Access. The January 1, 2008 lease for the TT Portfolio also included provisions where the Company paid Privileged Access \$1 million for entering into the amended lease. The \$1 million payment was being amortized on a pro-rata basis over the remaining term of the lease as an offset to the annual lease payments and the remaining balance at August 14, 2008 of \$0.9 million was expensed and is included in Income from other investments, net during the year ended December 31, 2008.

The Company had subordinated its lease payment for the TT Portfolio to a bank that loaned Privileged Access \$5 million. The Company acquired this loan as part of the PA Transaction and paid off the loan during the year ended December 31, 2008.

From June 12, 2006 through July 14, 2008, Privileged Access had leased 130 cottage sites at Tropical Palms, a resort Property located near Orlando, Florida. For the years ended December 31, 2009 and 2008, we earned no rent and approximately \$0.8 million, respectively, in rent from this leasing arrangement. The lease income is included in the Resort base rental income in the Company's Consolidated Statements of Operations. The Tropical Palms lease expired on July 15, 2008, and the entire property was leased to a new independent operator for 12 years.

On April 14, 2006, the Company loaned Privileged Access approximately \$12.3 million at a per annum interest rate of prime plus 1.5%, maturing in one year and secured by Thousand Trails membership sales contract receivables. The loan was fully paid off during the quarter ended September 30, 2007.

The Company previously leased 40 to 160 sites at three resort Properties in Florida, to a subsidiary of Privileged Access from October 1, 2007 until August 14, 2008. The sites varied during each month of the lease term due to the seasonality of the resort business in Florida. For the year ended December 31, 2008, we recognized less than \$0.2 million in rent from this leasing arrangement. The lease income is included in the Resort base rental income in the Company's Consolidated Statements of Operations.

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The Company previously leased 40 to 160 sites at Lake Magic, a resort Property in Clermont, Florida, to a subsidiary of Privileged Access from December 15, 2006 until September 30, 2007. The sites varied during each month of the lease term due to the seasonality of the resort business in Florida. For the years ended December 31, 2009 and December 31, 2008, we recognized zero and approximately \$0.2 million, respectively, in rent from this leasing arrangement. The lease income is included in the Resort base rental income in the Company's Consolidated Statements of Operations.

The Company had an option to purchase the subsidiaries of Privileged Access, including TT, beginning on April 14, 2009, at the then fair market value, subject to the satisfaction of a number of significant

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 13 Transactions with Related Parties (continued)**

contingencies ( ELS Option ). The ELS Option terminated with the closing of the PA Transaction on August 14, 2008. The Company had consented to a fixed price option where the Chairman of PATT could acquire the subsidiaries of Privileged Access anytime before December 31, 2011. The fixed price option also terminated on August 14, 2008.

Privileged Access and the Company previously agreed to certain arrangements in which we utilized each other's services. Privileged Access assisted the Company with functions such as: call center management, property management, information technology, legal, sales and marketing. During the years ended December 31, 2009 and December 31, 2008, the Company incurred no expense and approximately \$0.6 million, respectively, for the use of Privileged Access employees. The Company received approximately \$0.1 million from Privileged Access for Privileged Access use of certain Company information technology resources during the year ended December 31, 2008. The Company and Privileged Access engaged a third party to evaluate the fair market value of such employee services.

In addition to the arrangements described above, the Company had the following smaller arrangements with Privileged Access. In each arrangement, the amount of income or expense, as applicable, recognized by the Company for the year ended December 31, 2009 is zero and were less than \$0.2 million for the year ended December 31, 2008. There are no amounts due under these arrangements as of December 31, 2009 or December 31, 2008.

Since November 1, 2006, the Company leased 41 to 44 sites at 22 resort Properties to Privileged Access (the Park Pass Lease ). The Park Pass Lease terminated with the closing of the PA Transaction on August 14, 2008.

The Company and Privileged Access entered into a Site Exchange Agreement beginning September 1, 2007 and ending May 31, 2008. Under the Site Exchange Agreement, the Company allowed Privileged Access to use 20 sites at an Arizona resort Property known as Countryside. In return, Privileged Access allowed the Company to use 20 sites at an Arizona resort Property known as Verde Valley Resort (a property in the TT Portfolio).

The Company and Privileged Access entered into a Site Exchange Agreement for a one-year period beginning June 1, 2008 and ending May 31, 2009. Under the Site Exchange Agreement, the Company allowed Privileged Access to use 90 sites at six resort Properties. In return, Privileged Access allowed the Company to use 90 sites at six resort Properties leased to Privileged Access. The Site Exchange Agreement was terminated with the closing of the PA Transaction on August 14, 2008.

On September 15, 2006, the Company and Privileged Access entered into a Park Model Sales Agreement related to a Texas resort Property in the TT Portfolio known as Lake Conroe. Under the Park Model Sales Agreement, Privileged Access was allowed to sell up to 26 park models at Lake Conroe. Privileged Access was obligated to pay the Company 90% of the site rent collected from the park model buyer. All 26 homes have been sold as of December 31, 2007. The Park Model Sales Agreement terminated with the closing of the PA Transaction on August 14, 2008.

The Company advertises in Trailblazer magazine that was published by a subsidiary of Privileged Access prior to August 14, 2008. Trailblazer is an award-winning recreational lifestyle magazine for active campers, which is read by more than 65,000 paid subscribers. Beginning on August 14, 2008, the Company began publishing Trailblazer in accordance with the terms of the PA Transaction.

On July 1, 2008, the Company and Privileged Access entered into an agreement, where Privileged Access sold the Company's used resort cottages at certain Properties leased to Privileged Access. The Company paid Privileged Access a commission for selling the inventory and the agreement was terminated on August 14, 2008.

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 13 Transactions with Related Parties (continued)**

On April 1, 2008, the Company entered into a lease for a corporate apartment located in Chicago, Illinois for use by Mr. McAdams and other employees of the Company and Privileged Access. The Company paid monthly rent payments, plus utilities and housekeeping expenses and Mr. McAdams reimbursed the Company for a portion of the rent. Prior to August 14, 2008, Privileged Access reimbursed the Company for a portion of the rent and utilities and housekeeping expenses. Such lease terminated on December 31, 2008.

**Corporate headquarters**

The Company leases office space from Two North Riverside Plaza Joint Venture Limited Partnership, an entity affiliated with Mr. Zell, the Company's Chairman of the Board. Payments made in accordance with the lease agreement to this entity amounted to approximately \$1.0 million, \$0.6 million, and \$0.7 million for the years ended December 31, 2009, 2008 and 2007, respectively. As of December 31, 2009 and 2008, approximately \$60,000 and \$62,000, respectively, were accrued with respect to this office lease.

**Other**

In January 2009, the Company entered into a consulting agreement with the son of Mr. Howard Walker, to provide assistance with the Company's internet web marketing strategy. Mr. Walker is Vice-Chairman of the Company's Board of Directors. The consulting agreement was for a term of six months at a total cost of no more than \$48,000 and expired on June 30, 2009.

**Note 14 Stock Option Plan and Stock Grants**

The Company's Stock Option and Stock Award Plan (the Plan) was adopted in December 1992 and amended and restated from time to time, most recently effective March 23, 2001. Pursuant to the Plan, officers, directors, employees and consultants of the Company are offered the opportunity (i) to acquire shares of common stock through the grant of stock options (Options), including non-qualified stock options and, for key employees, incentive stock options within the meaning of Section 422 of the Internal Revenue Code; and (ii) to be awarded shares of common stock (Restricted Stock Grants), subject to conditions and restrictions determined by the Compensation, Nominating, and Corporate Governance Committee of the Company's Board of Directors (the Compensation Committee). The Compensation Committee will determine the vesting schedule, if any, of each Option and the term, which term shall not exceed ten years from the date of grant. As to the Options that have been granted through December 31, 2009 to officers, employees and consultants, generally, one-third are exercisable one year after the initial grant, one-third are exercisable two years following the date such Options were granted and the remaining one-third are exercisable three years following the date such Options were granted. Stock Options are awarded at the New York Stock Exchange closing price of the Company's common stock on the grant date. A maximum of 6,000,000 shares of common stock are available for grant under the Plan and no more than 250,000 shares may be subject to grants to any one individual in any calendar year.

Grants under the Plan are made by the Compensation Committee, which determines the individuals eligible to receive awards, the types of awards, and the terms, conditions and restrictions applicable to any award. In addition, the terms

of two specific types of awards are contemplated under the Plan:

The first type of award is a grant of Options or Restricted Stock Grants of common stock made to each member of the Board at the meeting held immediately after each annual meeting of the Company's stockholders. Generally, if the director elects to receive Options, the grant will cover 10,000 shares of common stock at an exercise price equal to the fair market value on the date of grant. If the director elects to receive a Restricted Stock Grant of common stock, he or she will receive an award of 2,000 shares of

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 14 Stock Option Plan and Stock Grants (continued)**

common stock. Exercisability or vesting with respect to either type of award will be one-third of the award after six months, two-thirds of the award after one year, and the full award after two years.

The second type of award is a grant of common stock in lieu of 50% of their bonus otherwise payable to individuals with a title of Vice President or above. A recipient can request that the Compensation Committee pay a greater or lesser portion of the bonus in shares of common stock.

The Company adopted FASB ASC 718 on July 1, 2005, which replaced SFAS 123. Since the Company had chosen to use the modified-prospective method for recognizing stock-based compensation and uses the Black-Scholes-Merton Model for valuing the options, the result of the adoption had no material impact of the Company's results of operations or financial position.

*Restricted Stock Grants*

On February 1, 2010, the Company awarded Restricted Stock Grants for 74,665 shares of common stock to certain members of senior management of the Company. These Restricted Stock Grants vest on December 31, 2010. The fair market value of these Restricted Stock Grants was approximately \$3.7 million as of the date of grant and is recorded as a compensation expense and paid in capital over the vesting period.

In 2008, the Company awarded Restricted Stock Grants for 30,000 shares of common stock to Joe McAdams in accordance with the terms of his Employment Agreement. These Restricted Stock Grants vest over two years with one-third vesting on January 4, 2008, one-third vesting on January 1, 2009 and one-third vesting on January 1, 2010. The fair market value of these Restricted Stock Grants was approximately \$1.3 million as of the date of grant and is recorded as compensation expense and paid in capital over the two-year vesting period.

In 2006, the Company awarded Restricted Stock Grants for 147,500 shares of common stock to certain members of senior management of the Company. These Restricted Stock Grants vest over three years. The fair market value of these Restricted Stock Grants was approximately \$8.1 million as of the date of grant and is recorded as compensation expense and paid in capital over the three-year vesting period.

In 2009, 2008 and 2007, the Company awarded Restricted Stock Grants for 27,000, 20,000, and 18,000 shares of common stock, respectively, to directors with a fair market value of approximately \$1,025,000, \$929,000, and \$984,000 in 2009, 2008 and 2007, respectively.

The Company recognized compensation expense of approximately \$4.1 million, \$4.6 million and \$3.7 million related to Restricted Stock Grants in 2009, 2008 and 2007, respectively. Compensation expense to be recognized subsequent to December 31, 2009 for Restricted Stock Grants not yet vested was approximately \$0.8 million, which is expected to be recognized over a weighted average term of 0.7 years.

*Stock Options*



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The fair value of each grant is estimated on the grant date using the Black-Scholes-Merton model. The following table includes the assumptions that were made and the estimated fair values:

<b>Assumption</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
Dividend yield	2.5%	5.5%	5.8%
Risk-free interest rate	2.8%	3.7%	4.7%
Expected life	7 years	4 years	4 years
Expected volatility	21.0%	16.9%	15.6%
Estimated Fair Value of Options Granted	\$ 410,972	\$ 516,904	\$ 705,554

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A summary of the Company's stock option activity, and related information for the years ended December 31, 2009, 2008 and 2007 follows:

	Shares Subject to Options	Weighted Average Exercise Price Per Share	Weighted Average Outstanding Contractual Life (in years)
Balance at December 31, 2006	968,593	\$ 24.85	
Options granted	165,000	54.86	
Options exercised	(143,854)	57.86	
Options canceled	(1,200)	17.60	
Balance at December 31, 2007	988,539	30.88	5.1
Options granted	135,000	44.36	
Options exercised	(169,367)	45.24	
Options canceled	(400)	16.38	5.4
Balance at December 31, 2008	953,772	34.92	
Options granted	102,800	37.70	
Options exercised	(213,721)	43.34	
Options canceled	(1,000)	15.69	
Balance at December 31, 2009	841,851	39.94	6.0
Exercisable at December 31, 2009	728,315	39.88	5.6

As of December 31, 2009, 2008 and 2007, 970,442 shares, 1,099,242 shares and 1,283,842 shares remained available for grant, respectively; of these 573,525 shares, 600,525 shares and 650,525 shares, respectively, remained available for Restricted Stock Grants.

**Note 15 Preferred Stock**

The Company's Board of Directors is authorized under the Company's charter, without further stockholder approval, to issue, from time to time, in one or more series, 10,000,000 shares of \$.01 par value preferred stock (the Preferred Stock), with specific rights, preferences and other attributes as the Board may determine, which may include preferences, powers and rights that are senior to the rights of holders of the Company's common stock. However, under certain circumstances, the issuance of preferred stock may require stockholder approval pursuant to the rules and regulations of The New York Stock Exchange. As of December 31, 2009 and 2008, the Company issued no

Preferred Stock.

**Note 16 Long-Term Cash Incentive Plan**

On May 15, 2007, the Company's Board of Directors approved a Long-Term Cash Incentive Plan (the "LTIP") to provide a long-term cash bonus opportunity to certain members of the Company's management and executive officers. Such Board approval was upon recommendation by the Company's Compensation, Nominating and Corporate Governance Committee (the "Committee"). On January 18, 2010, the Committee approved payments under the LTIP of approximately \$2.8 million.

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 16 Long-Term Cash Incentive Plan (continued)**

The Company's Chief Executive Officer and President were not participants in the LTIP. The approved payments are expected to be paid in cash upon completion of the Company's annual audit for the 2009 fiscal year, which is expected to be completed on or before March 1, 2010.

The Company accounted for the LTIP in accordance with FASB ASC 718. As of December 31, 2009 and 2008, the Company had accrued compensation expense of approximately \$2.8 million and \$1.8 million, respectively, related to the LTIP, including approximately \$1.1 million and \$1.0 million in the year ended December 31, 2009 and 2008, respectively.

**Note 17 Savings Plan**

The Company has a qualified retirement plan, with a salary deferral feature designed to qualify under Section 401 of the Code (the 401(k) Plan), to cover its employees and those of its Subsidiaries, if any. The 401(k) Plan permits eligible employees of the Company and those of any Subsidiary to defer up to 60% of their eligible compensation on a pre-tax basis subject to certain maximum amounts. In addition, the Company will match 100% of the participant's contribution up to the first 3% and then 50% of the next 2% for a maximum potential match of 4%.

In addition, amounts contributed by the Company will vest, on a prorated basis, according to the participant's vesting schedule. After five years of employment with the Company, the participants will be 100% vested for all amounts contributed by the Company. Additionally, a discretionary profit sharing component of the 401(k) Plan provides for a contribution to be made annually for each participant in an amount, if any, as determined by the Company. All employee contributions are 100% vested. The Company's contribution to the 401(k) Plan was \$840,000, \$465,000, and \$399,000, for the years ended December 31, 2009, 2008, and 2007, respectively.

**Note 18 Commitments and Contingencies**

**California Rent Control Litigation**

As part of the Company's effort to realize the value of its Properties subject to rent control, the Company has initiated lawsuits against several municipalities in California. The Company's goal is to achieve a level of regulatory fairness in California's rent control jurisdictions, and in particular those jurisdictions that prohibit increasing rents to market upon turnover. Regulations in California allow tenants to sell their homes for a premium representing the value of the future discounted rent-controlled rents. In the Company's view, such regulation results in a transfer of the value of the Company's stockholders' land, which would otherwise be reflected in market rents, to tenants upon the sales of their homes in the form of an inflated purchase price that cannot be attributed to the value of the home being sold. As a result, in the Company's view, the Company loses the value of its asset and the selling tenant leaves the Property with a windfall premium. The Company has discovered through the litigation process that certain municipalities considered condemning the Company's Properties at values well below the value of the underlying land. In the Company's view, a failure to articulate market rents for sites governed by restrictive rent control would put the Company at risk for condemnation or eminent domain proceedings based on artificially reduced rents. Such a physical taking, should it occur, could represent substantial lost value to stockholders. The Company is cognizant of the need for affordable

housing in the jurisdictions, but asserts that restrictive rent regulation does not promote this purpose because the benefits of such regulation are fully capitalized into the prices of the homes sold. The Company estimates that the annual rent subsidy to tenants in these jurisdictions may be in excess of \$15 million. In a more well balanced regulatory environment, the Company would receive market rents that would eliminate the subsidy and homes would trade at or near their intrinsic value.

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 18 Commitments and Contingencies (continued)**

In connection with such efforts, the Company entered into a settlement agreement with the City of Santa Cruz, California and that, pursuant to the settlement agreement, the City amended its rent control ordinance to exempt the Company's Property from rent control as long as the Company offers a long term lease which gives the Company the ability to increase rents to market upon turnover and bases annual rent increases on the CPI. The settlement agreement benefits the Company's stockholders by allowing them to receive the value of their investment in this Property through vacancy decontrol while preserving annual CPI based rent increases in this age-restricted Property.

The Company has filed two lawsuits in federal court against the City of San Rafael, challenging its rent control ordinance on constitutional grounds. The Company believes that one of those lawsuits was settled by the City agreeing to amend the ordinance to permit adjustments to market rent upon turnover. The City subsequently rejected the settlement agreement. The Court initially found the settlement agreement was binding on the City, but then reconsidered and determined to submit the claim of breach of the settlement agreement to a jury. In October 2002, a jury found no breach of the settlement agreement.

Based on the United States Supreme Court's 2005 property rights rulings, in 2006 the Court hearing the San Rafael cases allowed the Company to assert alternative takings theories challenging the City's ordinance as violating the takings clause and substantive due process. The Company's constitutional claims against the City were tried in a bench trial during April 2007. On January 29, 2008, the Court issued its Findings of Facts, Conclusions of Law and Order Thereon (the Order). The Company filed the Order on Form 8-K on January 31, 2008.

On April 17, 2009, the United States District Court for the Northern District of California issued its Order for Entry of Judgment (April 2009 Order), and its Order relating to the parties' requests for attorneys' fees (the Fee Order). The Company filed the April 2009 Order and the Fee Order on Form 8-K on April 20, 2009. In the April 2009 Order, the Court stated that the judgment to be entered will gradually phase out the City's site rent regulation scheme that the Court has found unconstitutional. Existing residents of the Company's Property in San Rafael will be able to continue to pay site rent as if the Ordinance were to remain in effect for a period of ten years. Enforcement of the Ordinance will be immediately enjoined with respect to new residents of the Property and expire entirely ten years from the date of judgment. When a current site lessee at the Property transfers his leasehold to a new resident upon the sale of the accompanying mobilehome, the Ordinance shall be enjoined as to the next resident and any future resident. The Ordinance shall be enjoined as to all residents ten years from the entry of judgment.

The Fee Order awarded certain amounts of attorneys' fees to the Company with respect to its constitutional claims, certain amounts to the City with respect to the Company's contract claims, the net effect of which was that the City must pay the Company approximately \$1.8 million for attorneys' fees. On June 10, 2009, the Court entered an order on fees and costs which, in addition to the net attorneys' fees of approximately \$1.8 million the Court previously ordered the City to pay the Company, orders the City to pay to the Company net costs of approximately \$0.3 million. On June 30, 2009, the Court entered final judgment as anticipated by the April 2009 Order. The City filed a notice of appeal, and posted a bond of approximately \$2.1 million securing a stay pending appeal of the enforcement of the order awarding attorneys' fees and costs to the Company. The residents' association, which intervened in the case, filed a motion in the Court of Appeals, which the City joined, seeking a stay of the injunctions, which the Court of Appeals denied. The Company filed a notice of cross-appeal. On February 2, 2010, the City and the Association filed their opening brief on appeal.

The Company's efforts to achieve a balanced regulatory environment incentivize tenant groups to file lawsuits against the Company seeking large damage awards. The homeowners association at Contempo Marin ( CMHOA ), a 396-site Property in San Rafael, California, sued the Company in December 2000 over a prior settlement agreement on a capital expenditure pass-through after the Company sued the City of San Rafael in

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**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 18 Commitments and Contingencies (continued)**

October 2000 alleging its rent control ordinance is unconstitutional. In the Contempo Marin case, the CMHOA prevailed on a motion for summary judgment on an issue that permits the Company to collect only \$3.72 out of a monthly pass-through amount of \$7.50 that the Company believed had been agreed to by the CMHOA in a settlement agreement. The CMHOA continued to seek damages from the Company in this matter. The Company reached a settlement with the CMHOA in this matter which allows the Company to recover \$3.72 of the requested monthly pass-through and does not provide for the payment of any damages to the CMHOA. On January 12, 2007, the Court granted CMHOA's motion for attorneys' fees in the amount of approximately \$0.3 million and denied the Company's motion for attorneys' fees. The Company appealed both decisions, which were affirmed. Accordingly, the Company paid the CMHOA's attorneys' fees as previously ordered by the trial court and, pursuant to an agreement of the parties, incurred on appeal. The Company believes that such lawsuits will be a consequence of the Company's efforts to change rent control since tenant groups actively desire to preserve the premium value of their homes in addition to the discounted rents provided by rent control. The Company has determined that its efforts to rebalance the regulatory environment despite the risk of litigation from tenant groups are necessary not only because of the \$15 million annual subsidy to tenants, but also because of the condemnation risk.

In June 2003, the Company won a judgment against the City of Santee in California Superior Court (case no. 777094). The effect of the judgment was to invalidate, on state law grounds, two (2) rent control ordinances the City of Santee had enforced against the Company and other property owners. However, the Court allowed the City to continue to enforce a rent control ordinance that predated the two invalid ordinances (the prior ordinance). As a result of the judgment the Company was entitled to collect a one-time rent increase based upon the difference in annual adjustments between the invalid ordinance(s) and the prior ordinance and to adjust its base rents to reflect what the Company could have charged had the prior ordinance been continually in effect. The City of Santee appealed the judgment. The Court of Appeal and California Supreme Court refused to stay enforcement of these rent adjustments pending appeal. After the City was unable to obtain a stay, the City and the tenant association each sued the Company in separate actions alleging the rent adjustments pursuant to the judgment violate the prior ordinance (Case Nos. GIE 020887 and GIE 020524). They seek to rescind the rent adjustments, refunds of amounts paid, and penalties and damages in these separate actions. On January 25, 2005, the California Court of Appeal reversed the judgment in part and affirmed it in part with a remand. The Court of Appeal affirmed that one ordinance was unlawfully adopted and therefore void and that the second ordinance contained unconstitutional provisions. However, the Court ruled the City had the authority to cure the issues with the first ordinance retroactively and that the City could sever the unconstitutional provisions in the second ordinance. On remand, the trial court was directed to decide the issue of damages to the Company from these ordinances, which the Company believes is consistent not only with the Company receiving the economic benefit of invalidating one of the ordinances, but also consistent with the Company's position that it is entitled to market rent and not merely a higher amount of regulated rent. In the remand action, the trial court granted a motion for restitution filed by the City in Case No. GIE 020524. The Company filed a notice of appeal on July 2, 2008. In order to avoid further trial and the related expenses, the Company agreed to a stipulated judgment, which requires the Company to put into escrow after entry of the judgment, pending appeal, funds sufficient to pay the judgment with prejudgment interest while preserving the Company's appellate rights. Subsequently, the trial court also awarded the City some but not all of the prejudgment interest it sought. The stipulated judgment was entered on November 5, 2008, and the Company deposited into the escrow the amounts required by the judgment and continues to deposit monthly disputed amounts until the disputes are resolved on appeal. The appeal has been fully briefed and is set for oral argument on March 11, 2010. The tenant association continued to



seek damages, penalties and fees in their separate action based on the same claims made on the tenants' behalf by the City in the City's case. The Company moved for judgment on the pleadings in the tenant association's case on the ground that the tenant association's case is moot in light of the stipulated judgment in the City's case. On November 6, 2008, the Court granted the Company's motion for judgment on the

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 18 Commitments and Contingencies (continued)**

pleadings without leave to amend. The tenant association sought reconsideration of that ruling, which was denied. The tenant association filed a notice of appeal, has filed its Opening Brief, and the Company has filed its Response Brief.

In addition, the Company has sued the City of Santee in federal court alleging all three of the ordinances are unconstitutional under the Fifth and Fourteenth Amendments to the United States Constitution. Thus, it is the Company's position that the ordinances are subject to invalidation as a matter of law in the federal court action. Separately, the Federal District Court granted the City's Motion for Summary Judgment in the Company's federal court lawsuit. This decision was based not on the merits, but on procedural grounds, including that the Company's claims were moot given its success in the state court case. The Company appealed the decision, and on May 3, 2007 the United States Court of Appeals for the Ninth Circuit affirmed the District Court's decision on procedural grounds. The Company intends to continue to pursue an adjudication of its rights on the merits in Federal Court through claims that are not subject to such procedural defenses.

The Company believes that the severity of the economic impact on its Properties caused by rent control will enable it to continue to challenge the rent regulations under the Fifth Amendment and the due process clause.

**Colony Park**

On December 1, 2006, a group of tenants at the Company's Colony Park Property in Ceres, California filed a complaint in the California Superior Court for Stanislaus County alleging that the Company has failed to properly maintain the Property and has improperly reduced the services provided to the tenants, among other allegations. The Company has answered the complaint by denying all material allegations and filed a counterclaim for declaratory relief and damages. The case will proceed in Superior Court because the Company's motion to compel arbitration was denied and the denial was upheld on appeal. Discovery has commenced. The Company filed a motion for summary adjudication of various of the plaintiffs' claims and allegations, which was denied. The Court has set a trial date for July 20, 2010. The Company believes that the allegations in the first amended complaint are without merit, and intends to vigorously defend the lawsuit.

California's Department of Housing and Community Development (HCD) issued a Notice of Violation dated August 21, 2006 regarding the sewer system at Colony Park. The notice ordered the Company to replace the Property's sewer system or show justification from a third party explaining why the sewer system does not need to be replaced. The Company has provided such third party report to HCD and believes that the sewer system does not need to be replaced. Based upon information provided by the Company to HCD to date, HCD has indicated that it agrees that the entire system does not need to be replaced.

**California Hawaiian**

On April 30, 2009, a group of tenants at the Company's California Hawaiian Property in San Jose, California filed a complaint in the California Superior Court for Santa Clara County alleging that the Company has failed to properly maintain the Property and has improperly reduced the services provided to the tenants, among other allegations. The Company moved to compel arbitration and stay the proceedings, to dismiss the case, and to strike portions of the complaint. By order dated October 8, 2009, the Court granted the Company's motion to compel arbitration and stayed

the court proceedings pending the outcome of the arbitration. The plaintiffs filed with the Court of Appeal a petition for writ seeking to overturn the trial court's arbitration and stay orders. The Company submitted a preliminary opposition and the Court of Appeal has issued an order allowing further written submissions and requests for oral argument. The Company believes that the allegations in the complaint are without merit, and intends to vigorously defend the litigation.

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 18 Commitments and Contingencies (continued)**

**Hurricane Claim Litigation**

On June 22, 2007 the Company filed suit, in the Circuit Court of Cook County, Illinois (Case No. 07CH16548), against its insurance carriers, Hartford Fire Insurance Company, Essex Insurance Company, Lexington Insurance Company, and Westchester Surplus Lines Insurance Company, regarding a coverage dispute arising from losses suffered by the Company as a result of hurricanes that occurred in Florida in 2004 and 2005. The Company also brought claims against Aon Risk Services, Inc. of Illinois, the Company's former insurance broker, regarding the procurement of appropriate insurance coverage for the Company. The Company is seeking declaratory relief establishing the coverage obligations of its carriers, as well as a judgment for breach of contract, breach of the covenant of good faith and fair dealing, unfair settlement practices and, as to Aon, for failure to provide ordinary care in the selling and procuring of insurance. The claims involved in this action exceed \$11 million.

In response to motions to dismiss, the trial court dismissed: (1) the requests for declaratory relief as being duplicative of the claims for breach of contract and (2) certain of the breach of contract claims as being not ripe until the limits of underlying insurance policies have been exhausted. On or about January 28, 2008, the Company filed its Second Amended Complaint. Aon filed a motion to dismiss the Second Amended Complaint in its entirety as against Aon, and the insurers moved to dismiss portions of the Second Amended Complaint as against them. The insurers' motion was denied and they have now answered the Second Amended Complaint. Aon's motion was granted, with leave granted to the Company to file an amended pleading containing greater factual specificity. The Company did so by adding to the Second Amended Complaint a new Count VII against Aon, which the Company filed on August 15, 2008. Aon then answered the new Count VII in part and moved to strike certain of its allegations. The Court left Count VII undisturbed, except for ruling that the Company's alternative claim that Aon was negligent in carrying out its duty to give notice to certain of the insurance carriers on the Company's behalf should be re-pleaded in the form of a breach of contract theory. On February 2, 2009, the Company filed such a claim in the form of a new Count VIII against Aon. Aon has answered Count VIII. Discovery is proceeding.

Since filing the lawsuit, the Company has received additional payments from Essex Insurance Company, Lexington Insurance Company, and Westchester Surplus Lines Insurance Company, of approximately \$2.6 million. In January 2008 the Company entered a settlement with Hartford Fire Insurance Company pursuant to which Hartford paid the Company the remaining disputed limits of Hartford's insurance policy, in the amount of approximately \$0.5 million, and the Company dismissed and released Hartford from additional claims for interest and bad faith claims handling.

**California and Washington Wage Claim Class Actions**

On October 16, 2008, the Company was served with a class action lawsuit in California state court filed by a single named plaintiff. The suit alleges that, at the time of the PA Transaction, the Company and other named defendants willfully failed to pay former California employees of Privileged Access and its affiliates ( PA ) who became employees of the Company all of the wages they earned during their employment with PA, including accrued vacation time. The suit also alleges that the Company improperly stripped those employees of their seniority. The suit asserts claims for alleged violation of the California Labor Code; alleged violation of the California Business & Professions Code and for alleged unfair business practices; alleged breach of contract; alleged breach of the duty of good faith and fair dealing; and for alleged unjust enrichment. The complaint seeks, among other relief, compensatory and statutory

damages; restitution; pre-judgment and post-judgment interest; attorney's fees, expenses and costs; penalties; and exemplary and punitive damages. The complaint does not specify a dollar amount sought. On December 18, 2008, the Company filed a demurrer seeking dismissal of the complaint in its entirety without leave to amend. On May 14, 2009, the Court granted the Company's demurrer and dismissed the complaint, in part without leave to amend and in part with leave to amend. On June 2, 2009, the plaintiff filed an amended complaint. On July 6, 2009, the Company filed a demurrer seeking dismissal of the amended complaint in its entirety without leave to amend. On October 20, 2009, the Court granted the

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 18 Commitments and Contingencies (continued)**

Company's demurrer and dismissed the amended complaint, in part without leave to amend and in part with leave to amend. On November 9, 2009, the plaintiff filed a third amended complaint. On December 11, 2009, the Company filed a demurrer seeking dismissal of the third amended complaint in its entirety without leave to amend. On February 23, 2010, the court dismissed without leave to amend the claim for breach of the duty of good faith and fair dealings, and otherwise denied the Company's demurrer. The Company will vigorously defend the lawsuit.

On December 16, 2008, the Company was served with a class action lawsuit in Washington state court filed by a single named plaintiff, represented by the same counsel as the plaintiff in the California class action. The complaint asserts on behalf of a putative class of Washington employees of PA who became employees of the Company substantially similar allegations as are alleged in the California class action. The Company moved to dismiss the complaint. On April 3, 2009, the court dismissed: (1) the first cause of action, which alleged a claim under the Washington Labor Code for failure to pay accrued vacation time; (2) the second cause of action, which alleged a claim under the Washington Labor Code for unpaid wages on termination; (3) the third cause of action, which alleged a claim under the Washington Labor Code for payment of wages less than entitled; and (4) the fourth cause of action, which alleged a claim under the Washington Consumer Protection Act. The court did not dismiss the fifth cause of action for breach of contract, the sixth cause of action of the breach of the duty of good faith and fair dealing; and the seventh cause of action for unjust enrichment. On May 22, 2009, the Company filed a motion for summary judgment on the causes of action not previously dismissed, which was denied. With leave of court, the plaintiff filed an amended complaint, the material allegations of which the Company denied in an answer filed on September 11, 2009. The Company will vigorously defend the lawsuit.

**Cascade**

On December 10, 2008, the King County Hospital District No. 4 (the Hospital District) filed suit against the Company seeking a declaratory judgment that it had properly rescinded an agreement to acquire the Company's Thousand Trails Cascade Property ( Cascade ) located 20 miles east of Seattle, Washington. The agreement was entered into after the Hospital District had passed a resolution authorizing the condemnation of Cascade. Under the agreement, in lieu of a formal condemnation proceeding, the Company agreed to accept from the Hospital District \$12.5 million for the Property with an earnest money deposit of approximately \$0.4 million. The Company has not included in income the earnest money deposit received. The closing of the transaction was originally scheduled in January 2008, and was extended to April 2009. The Company has filed an answer to the Hospital District's suit and a counterclaim seeking recovery of the amounts owed under the agreement. On February 27, 2009, the Hospital District filed a summary judgment motion arguing that it was entitled to rescind the agreement because the Property is zoned residential and the Company did not provide the Hospital District a residential real estate disclosure form. On April 2, 2009, the Court denied the Hospital District's summary judgment motion, ruling that a real property owner who is compelled to transfer land under the power of eminent domain is not legally required to provide a disclosure form. The Hospital District filed a motion for reconsideration of the summary judgment ruling. On April 22, 2009, the Court reaffirmed its ruling that a real property owner that is compelled to transfer land under eminent domain is not legally required to provide a disclosure form. On May 22, 2009, the Court denied the Hospital District's motion for reconsideration in its entirety, reaffirmed its ruling that condemnation was the reason for the transaction between the Company and the Hospital District, and ruled that the Hospital District is not entitled to take discovery in an effort to establish otherwise. Discovery is proceeding. The Company will vigorously pursue its rights under the agreement. Due to the

anticipated transfer of the Property, the Company closed Cascade in October 2007.

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**Equity LifeStyle Properties, Inc.**

**Notes To Consolidated Financial Statements**

**Note 18 Commitments and Contingencies (continued)**

**Brennan Beach**

The Law Enforcement Division of the New York Department of Environmental Compliance ( DEC ) has investigated certain allegations relating to the operation of the onsite wastewater treatment plant and the use of adjacent wetlands at Brennan Beach, which is located in Pulaski, New York. The allegations included assertions of unlawful point source discharges, permit discharge exceedances, and placing material in a wetland buffer area without a permit. Representatives of the Company attended meetings with the DEC in November 2007, April 2008, May 2008 and June 2008, at which the alleged violations were discussed, and the Company has cooperated with the DEC investigation. No formal notices have been issued to the Company asserting specific violations, but the DEC has indicated that it believes the Company is responsible for certain of the alleged violations. As a result of discussions with the DEC, the Company has agreed to enter into a civil consent order pursuant to which the Company will pay a penalty and undertake an environmental benefit project at a total cost of approximately \$0.2 million in connection with the alleged violations. Based on that agreement the DEC has prepared a proposed consent order on which the Company has submitted comments. The amounts expected to be paid under the consent order were accrued as property operating expenses during the quarter ended June 30, 2008.

**Gulf View in Punta Gorda**

In 2004, the Company acquired ownership of various property owning entities, including an entity owning a property called Gulf View, in Punta Gorda, Florida. Gulf View continues to be held in a special purpose entity. At the time of acquisition of the entity owning Gulf View, it was financed with a secured loan that was cross-collateralized and cross-defaulted with a loan on another property whose ownership entity was not acquired. At the time of acquisition, the Operating Partnership guaranteed certain obligations relating to exceptions from the non-recourse nature of the loans. Because of certain penalties associated with repayment of these loans, the loans have not been restructured and the terms and conditions remain the same today. The approximate outstanding amount of the loan secured by Gulf View is \$1.4 million and of the crossed loan secured by the other property is \$5.5 million. The Company is not aware of any notice of default regarding either of the loans; however, should the owner of the cross-collateralized property default, the special purpose entity owning Gulf View and the Operating Partnership may be impacted to the extent of their obligations.

**Creekside**

We currently have one all-age property, called Creekside, in Wyoming, Michigan, held for disposition. On December 29, 2009, the Company sent to the loan servicer a deed-in-lieu of foreclosure agreement executed by the Company (the Proposed DIL Agreement ) regarding our nonrecourse mortgage loan of approximately \$3.6 million secured by the Property. On January 25, 2010, the lender gave notice of default and declared payment of the entire loan balance to be immediately due and payable, and has demanded payment from the Company to the extent of any liability under personal recourse exceptions to the non-recourse provisions of the loan agreement without specifying whether or to what extent it claims any amounts are owed under such exceptions. The Company denies that any such amounts are owed or that there is any personal liability to which the lender has recourse.



On February 2, 2010, the lender filed a complaint in the Kent County, Michigan, Circuit Court (the Complaint ) seeking appointment of a receiver for the Property. A receiver was appointed by agreed order on February 5, 2010. The Complaint also alleged, among other things, on information and belief that the borrower has misappropriated rents from the Property subsequent to its defaults under the loan agreement. The lender has also subsequently stated that payment of accrued and unpaid management fees to the Company's affiliate that managed the Property may constitute an unauthorized transfer in violation of Michigan's Uniform Fraudulent Transfer Act. The Company disputes and will vigorously defend against any allegation that there has been any misappropriation of rents, any unauthorized or improper transfers, or that there is any personal liability for any amounts claimed to be due and owing. By letter dated February 9, 2010, the lender acknowledged receipt of our Proposed DIL

Table of Contents**Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 18 Commitments and Contingencies (continued)**

Agreement but has not accepted it at this time, and instead indicated that a Prenegotiation Agreement in a form acceptable to the lender must first be entered by the parties, after which discussions may begin on possible alternatives to foreclosure.

**Other**

The Company is involved in various other legal proceedings arising in the ordinary course of business. Such proceedings include, but are not limited to, notices, consent decrees, additional permit requirements and other similar enforcement actions by governmental agencies relating to the Company's water and wastewater treatment plants and other waste treatment facilities. Additionally, in the ordinary course of business, the Company's operations are subject to audit by various taxing authorities. Management believes that all proceedings herein described or referred to, taken together, are not expected to have a material adverse impact on the Company. In addition, to the extent any such proceedings or audits relate to newly acquired Properties, the Company considers any potential indemnification obligations of sellers in favor of the Company.

**Note 19 Quarterly Financial Data (unaudited)**

The following is unaudited quarterly data for 2009 and 2008 (amounts in thousands, except for per share amounts):

		<b>First Quarter 3/31</b>	<b>Second Quarter 6/30</b>	<b>Third Quarter 9/30</b>	<b>Fourth Quarter 12/31</b>
<b>2009</b>					
Total revenues (a)		\$ 133,043	\$ 122,317	\$ 131,519	\$ 120,488
Income from continuing operations(a)		\$ 13,556	\$ 2,830	\$ 7,093	\$ 6,341
Income (loss) from discontinued operations (a)		\$ 88	\$ 74	\$ 4,038	\$ (14)
Net income available for Common Shares		\$ 13,644	\$ 2,904	\$ 11,131	\$ 6,327
Weighted average Common Shares outstanding	Basic	24,945	25,163	29,993	30,145
Weighted average Common Shares outstanding	Diluted	30,523	30,693	35,242	35,248
Net income per Common Share outstanding	Basic	\$ 0.55	\$ 0.12	\$ 0.37	\$ 0.21
Net income per Common Share outstanding	Diluted	\$ 0.54	\$ 0.11	\$ 0.37	\$ 0.21

**Table of Contents****Equity LifeStyle Properties, Inc.****Notes To Consolidated Financial Statements****Note 19 Quarterly Financial Data (unaudited) (Continued)**

<b>2008</b>	<b>First Quarter 3/31</b>	<b>Second Quarter 6/30</b>	<b>Third Quarter 9/30</b>	<b>Fourth Quarter 12/31</b>
Total revenues (a)	\$ 123,205	\$ 110,909	\$ 118,578	\$ 116,449
Income (loss) from continuing operations(a)	\$ 12,712	\$ 4,069	\$ 1,456	\$ (80)
Income from discontinued operations (a)	\$ 13	\$ 40	\$ 26	\$ 67
Net income (loss) available for Common Shares	\$ 12,725	\$ 4,109	\$ 1,482	\$ (13)
Weighted average Common Shares outstanding Basic	24,200	24,370	24,527	24,765
Weighted average Common Shares outstanding Diluted	30,386	30,540	30,572	30,505
Net income per Common Share outstanding Basic	\$ 0.53	\$ 0.17	\$ 0.06	\$ 0.00
Net income per Common Share outstanding Diluted	\$ 0.52	\$ 0.17	\$ 0.06	\$ 0.00

(a) Amounts may differ from previously disclosed amounts due to reclassification of discontinued operations.

**Table of Contents****Schedule II**

**Equity LifeStyle Properties, Inc.  
Valuation and Qualifying Accounts  
December 31, 2009**

	<b>Balance at</b>	<b>Additions</b>			<b>Balance at</b>
	<b>Beginning</b>	<b>Charged to</b>	<b>Charged</b>		<b>End of</b>
	<b>of Period</b>	<b>Costs and</b>	<b>to</b>	<b>Deductions(1)</b>	<b>Period</b>
		<b>Expenses</b>	<b>Other</b>		
			<b>Accounts</b>		
For the year ended December 31, 2007: Allowance for doubtful accounts	\$ 885,000	\$ 1,865,000		\$ (1,596,000)	\$ 1,154,000
For the year ended December 31, 2008: Allowance for doubtful accounts	\$ 1,154,000	\$ 1,951,000		\$ (1,977,000)	\$ 1,128,000
For the year ended December 31, 2009: Allowance for doubtful accounts	\$ 1,128,000	\$ 2,513,400		\$ (1,914,900)	\$ 1,726,500

(1) Deductions represent tenant receivables deemed uncollectible.

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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
(Amounts in thousands)

				Costs Capitalized		Gross Amount Carried			
	Location	Encumbrances	Land	Depreciable Property	Subsequent to Acquisition (Improvements)	Land	Property	Total	Accumulat Depreciati
Held	Arley	AL	212	610		212	610	822	(80
rm	Phoenix	AZ (4,775)	932	3,219	1,225	932	4,444	5,376	(2,034
e	Yuma	AZ (3,020)	1,440	4,345	289	1,440	4,634	6,074	(924
ge	Yuma	AZ (4,485)	1,992	5,984	261	1,992	6,245	8,237	(1,132
ens	Yuma	AZ (4,897)	1,595	4,774	149	1,595	4,923	6,518	(611
nor	Phoenix	AZ (3,161)	706	3,040	728	706	3,768	4,474	(1,432
East	Glendale	AZ (4,634)	2,103	6,283	2,222	2,103	8,505	10,608	(2,661
East	Glendale	AZ (5,991)	2,450	7,452	646	2,450	8,098	10,548	(3,083
West	Peoria	AZ (9,953)	2,215	6,467	1,951	2,215	8,418	10,633	(2,863
RV	Casa Grande	AZ (2,204)	719	2,179	55	719	2,234	2,953	(283
RV	Phoenix	AZ (12,259)	1,612	3,784	1,363	1,612	5,147	6,759	(3,862
RV	Apache Junction	AZ	2,056	6,241	503	2,056	6,744	8,800	(1,657
ise	Yuma	AZ (1,350)	666	2,011	88	666	2,099	2,765	(430
nor	Phoenix	AZ (4,869)	792	3,126	606	792	3,732	4,524	(1,447
RV	Tucson	AZ	1,674	4,708	1,502	1,674	6,210	7,884	(2,519
RV	Casa Grande	AZ (9,305)	2,869	8,653	302	2,869	8,955	11,824	(1,131
RV	Yuma	AZ (1,350)	459	1,402	119	459	1,521	1,980	(313
RV	Casa Grande	AZ (2,277)	747	2,261	51	747	2,312	3,059	(290
	Apache Junction	AZ	1,678	5,049	126	1,678	5,175	6,853	(1,300
	Mesa	AZ (14,478)	833	2,701	4,367	833	7,068	7,901	(3,859
	Mesa	AZ (23,857)	11,402	34,355	3,210	11,402	37,565	48,967	(6,839
	Cottonwood	AZ	1,387	4,148	289	1,387	4,437	5,824	(447
ws	Glendale	AZ (7,890)	1,400	4,218	984	1,400	5,202	6,602	(2,723
ws	Sun City	AZ	6,414	19,263	11	1,371	20,634	27,059	(4,161
tas	Sedona	AZ (11,093)	1,096	3,431	1,273	1,096	4,704	5,800	(1,782
	Mesa	AZ	1,360	4,660	2,080	1,360	6,740	8,100	(3,114
	Yuma	AZ (2,949)	1,249	3,759	245	1,249	4,004	5,253	(780

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hts	Phoenix	AZ	(5,348)	1,000	3,016		1,361	1,000	4,377	5,377	(1,913)
ds at	Mesa	AZ	(10,527)	1,997	6,024		1,742	1,997	7,766	9,763	(3,900)
ys	Tempe	AZ		2,613	7,887		3,422	2,613	11,309	13,922	(5,158)
y	Cottonwood	AZ		1,437	3,390	19	692	1,456	4,081	5,537	(643)
	Show Low	AZ	(6,561)	2,050	6,188		252	2,050	6,440	8,490	(820)
	Mesa	AZ	(42,989)	24,890	56,340	15	3,461	24,905	59,801	84,706	(11,494)
Palms	Phoenix	AZ	(3,106)	670	2,141		268	670	2,409	3,079	(1,018)

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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

	Location	Encumbrances	Costs		Gross Amount Carried		Total	Accumulated				
			Initial Cost to Company	Capitalized Subsequent to Acquisition (Improvements)	at Close of Period 12/31/09	Depreciated						
			Land	Depreciable Property	Land	Depreciable Property						
	Lindell Beach	BC	410	968	5	129	416	1,097	1,513	(17,381)		
Hawaiian	San Jose	CA	(32,749)	5,825		2,726	5,825	20,481	26,306	(8,311)		
	Ceres	CA	(5,528)	890		557	890	3,394	4,284	(1,500)		
Academy	Pacheco	CA		985		1,710	985	4,726	5,711	(3,341)		
Marin	San Rafael	CA		4,787		3,013	4,787	19,392	24,179	(10,000)		
	Modesto	CA	(5,983)			430		5,477	5,477	(2,331)		
Country	Cathedral City	CA	(14,230)	4,138	14,064	(23)	4,240	4,115	18,304	22,419	(9,381)	
V	Cathedral City	CA						529	529	(281)		
ta Cruz	Santa Cruz	CA	(5,529)	2,103		1,661	2,103	8,862	10,965	(4,291)		
s	Fresno	CA		756		326	756	2,674	3,430	(1,151)		
	Pine Cove	CA		313		737	4	536	317	1,273	(1,611)	
	San Luis Obispo	CA		2,845		6,520		441	2,845	6,961	9,806	(2,881)
	Nicolaus	CA		961		2,267	13	631	974	2,898	3,872	(4,511)
prings	Oregon House	CA		1,062		2,504	14	351	1,076	2,855	3,931	(4,511)
	Spring Valley	CA	(23,632)	633		2,201		1,135	633	3,336	3,969	(2,461)
	Rialto	CA	(3,536)	1,295		3,866		258	1,295	4,124	5,419	(791)
ok	Santee	CA		4,345		12,528		1,854	4,345	14,382	18,727	(5,541)
ngo	Castroville	CA	(21,400)	3,150		9,469		2,355	3,150	11,824	14,974	(4,711)
	Morgan Hill	CA		1,856		4,378	25	364	1,881	4,742	6,623	(781)
aza	San Jose	CA				4,512		251		4,763	4,763	(1,941)
prings	Descanso	CA		396		934	5	763	401	1,696	2,097	(221)
s Ranch	Oceana	CA	(5,584)	1,940		5,632		123	1,940	5,755	7,695	(1,071)
s	Palm Desert	CA		1,811		4,271	24	301	1,835	4,572	6,407	(751)
uinta	Rialto	CA	(4,742)	1,799		5,450		117	1,799	5,567	7,366	(1,131)
	Jamul	CA		2,626		6,194	35	1,009	2,661	7,202	9,863	(1,131)
	Lotus	CA		900		2,100		215	900	2,315	3,215	(281)
ws	Riverbank	CA	(5,010)	1,155		3,469		386	1,155	3,855	5,010	(1,511)
a	El Cajon	CA	(9,264)	2,130		6,389		629	2,130	7,018	9,148	(2,661)
	Santa Barbara	CA		860		2,029	11	482	872	2,511	3,383	(381)
ey	El Cajon	CA		685		1,902		1,100	685	3,002	3,687	(2,171)
ay	Hemet	CA		778		2,643		2,147	778	4,790	5,568	(1,411)
	Visalia	CA		602		1,921		530	602	2,451	3,053	(991)
er	Cloverdale	CA		368		868	5	129	373	997	1,370	(151)

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o RV	Paicines	CA	1,411	3,328	19	495	1,430	3,822	5,252	(60
	Pacifica	CA	1,660	4,973		270	1,660	5,243	6,903	(79
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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

				Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at Close of Period 12/31/09		
	Location	Encumbrances	Land	Depreciable Property	Land	Depreciable Property	Land	Property	Total	Accumul Deprecia
anch	Scotts Valley	CA	1,183	3,549		186	1,183	3,735	4,918	(2,
anch	Scotts Valley	CA	412	388			412	388	800	(
es	Sylmar	CA	(15,377)	3,562	10,767	1,135	3,562	11,902	15,464	(4,7
	Los Osos	CA	871	2,703		418	871	3,121	3,992	(1,2
	Emigrant Gap	CA	308	727	4	275	312	1,001	1,313	(1,
on	Acton	CA	2,933	6,917	39	1,042	2,972	7,959	10,931	(1,2
	San Jose	CA		5,707		249		5,956	5,956	(2,4
	Lake Tahoe	CA	1,357	4,071		144	1,357	4,215	5,572	(8,
	Manteca	CA	268	633	4	35	272	668	940	(1,
Four	San Jose	CA	(14,241)	5,229	15,714	458	5,229	16,172	21,401	(3,0
	San Jose	CA		17,616		6,360		23,976	23,976	(10,3
ke	Menifee	CA	2,157	5,088	29	588	2,186	5,676	7,862	(9,
es	Groveland	CA	2,045	4,823	27	1,075	2,072	5,897	7,969	(9,
	Denver	CO	(4,709)	1,100	3,359	412	1,100	3,771	4,871	(1,4
	Broomfield	CO	(15,567)	863	2,790	776	863	3,566	4,429	(2,8
e	Golden	CO	(14,011)	826	2,415	1,389	826	3,804	4,630	(2,4
e	Golden	CO	750	2,265		724	750	2,989	3,739	(1,2
e	Golden	CO	(16,579)	1,694	5,065	1,054	1,694	6,119	7,813	(4,4
ge	Aurora	CO	(26,464)	1,912	5,202	289	2,201	7,898	10,099	(6,2
	Denver	CO	(36,585)	2,159	7,780	4,566	2,159	12,346	14,505	(9,5
ge	Co. Springs	CO	(11,447)	567	1,759	1,165	567	2,924	3,491	(2,1
e	Pueblo	CO	(7,590)	241	1,069	649	241	1,718	1,959	(1,2
ls	Thornton	CO	(10,631)	1,928	4,408	2,614	1,928	7,022	8,950	(3,7
ws	Rehoboth	DE	(5,423)	1,148	3,460	467	1,148	3,927	5,075	(1,5
ws	Rehoboth	DE	(12,518)	527	2,058	1,251	1,778	6,328	8,106	(2,3
e	Millsboro	DE	(15,876)	990	2,971	5,552	990	8,523	9,513	(4,4
	Rehoboth	DE	(2,615)	562	1,710	168	562	1,878	2,440	(7,
	Rehoboth	DE	(2,933)	498	1,527	412	498	1,939	2,437	(8,
	Bear	DE	(29,869)	5,250	16,202	1,281	5,250	17,483	22,733	(4,9

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nes	Lewes	DE	(9,525)	1,536	4,609		1,253	1,536	5,862	7,398	(3,8
ls	Hudson	FL		1,145	3,437		417	1,145	3,854	4,999	(7
tes	Venice	FL	(38,504)	10,483	31,559	10	4,867	10,493	36,426	46,919	(18,3
V	Nokomis	FL	(4,299)	990	3,390		1,572	990	4,962	5,952	(2,3
	Pompano Beach	FL		5,424	16,555		1,144	5,424	17,699	23,123	(4,2
	N. Ft. Myers	FL	(17,324)	4,207	14,410		2,418	4,207	16,828	21,035	(8,2

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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

	Location	Encumbrances	Costs		Gross Amount Carried		Total	Accumulated	
			Initial Cost to Company	Capitalized Subsequent to Acquisition (Improvements)	at Close of Period 12/31/09	Depreciation			
			Land	Depreciable Property	Land	Depreciable Property			
e RV	Flagler Beach	FL		228		632	860	860	(17,000)
tion	Flagler Beach	FL	3,637	949		5,993	6,942	10,579	(2,610)
e	Fort Lauderdale	FL	(4,439)	1,741		496	1,741	7,407	(1,040)
e	Daytona Beach	FL	(12,032)	2,914		1,093	2,914	9,775	(3,980)
	Clermont	FL	(11,080)	3,883		619	3,883	12,319	(1,570)
	Leesburg	FL	(3,939)	1,602		178	1,602	5,000	(980)
sing	Elkton	FL		5,286	(12)	16,656	5,274	22,201	(5,080)
	Margate	FL	(18,401)	5,890		7,022	5,890	27,233	(12,480)
e.	New Port Richey	FL	(15,687)	663	18	7,282	681	7,282	(4,160)
	Vero Beach	FL	(16,139)	3,711		5,584	3,711	16,717	(6,000)
	Crystal River	FL	(2,630)	926		328	926	3,115	(580)
r	Largo	FL	(13,357)	2,652		236	2,652	8,217	(2,030)
s	Largo	FL	(11,745)	1,240		925	1,240	4,247	(3,310)
age	Largo	FL	(8,083)	778		765	778	3,106	(2,390)
each									
	Fort Myers Beach	FL		1,188			1,188	3,548	(820)
	Clearwater	FL		619		64	619	1,946	(460)
	Grand Island	FL		1,723	125	3,708	1,848	8,916	(2,380)
ort	Fort Myers Beach	FL		1,609			1,609	4,746	(950)
	Punta Gorda	FL	(1,421)	717		833	717	2,991	(560)
age	New Port Richey	FL		4,297		1,807	4,297	14,895	(3,340)
	Port Charlotte	FL		3,384		328	3,384	10,482	(2,060)
	New Port Richey	FL	(7,270)	4,045	(15)	98	4,030	12,244	(3,020)
ation	Vero Beach	FL	(12,829)	2,403		1,859	2,403	9,118	(4,370)
od RV	Pompano Beach	FL	(2,086)	1,043	(13)	125	1,030	3,255	(790)
	Clearwater	FL	(7,566)	1,278		999	1,278	4,927	(2,080)
h	Clearwater	FL	(4,753)	925		292	925	3,158	(1,290)
ge	Vero Beach	FL		350		210	350	1,584	(650)
ge	Ormond Beach	FL	(10,138)	2,610		196	2,610	8,033	(1,960)
	Rockledge	FL	(2,793)	1,089		881	1,089	4,257	(1,770)
	North Ft. Myers	FL	(14,800)	5,004		149	5,004	15,215	(1,890)
s	N. Ft. Myers	FL	(29,393)	6,075	35	1,946	6,110	20,080	(9,990)
	Dunedin	FL	(11,187)	1,135		2,936	1,135	6,983	(4,520)
	Clermont	FL		1,595		149	1,595	4,942	(960)

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	Plant City	FL	(9,046)	2,377	7,085	1,543	2,377	8,628	11,005	(2,49
llage	Melbourne	FL	(9,474)	1,862	5,627	1,481	1,862	7,108	8,970	(3,48
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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

	Location	Encumbrances	Costs		Capitalized		Gross Amount Carried		Total	Accumulated	
			Initial Cost to Company	Depreciable Land	Depreciable Property	Subsequent to Acquisition (Improvements)	Depreciable Land	Depreciable Property			at Close of Period 12/31/09
Pointe	Port Orange	FL	(13,863)	2,446	7,483	23	1,157	2,469	8,640	11,109	(3,543)
	Bradenton	FL		2,300	6,903		278	2,300	7,181	9,481	(1,416)
ay	Lantana	FL	(20,497)	5,325	15,420		4,783	5,325	20,203	25,528	(7,783)
od	Plant City	FL	(17,020)	4,514	13,175		3,904	4,514	17,079	21,593	(6,591)
Lakes	Leesburg	FL	(21,543)	5,997	20,635		8,202	5,997	28,837	34,834	(13,212)
	Ocala	FL	(5,570)	850	2,572		1,077	850	3,649	4,499	(1,948)
od	Plant City	FL		1,111	2,513	(265)	4,309	846	6,822	7,668	(1,867)
	Clermon	FL		2,975	7,017	40	1,112	3,015	8,129	11,144	(1,299)
est	Fort Lauderdale	FL	(15,199)	4,184	12,561		464	4,184	13,025	17,209	(2,533)
	Lutz	FL		1,494	4,484		289	1,494	4,773	6,267	(928)
	Wauchula	FL		900	2,100		105	900	2,205	3,105	(244)
	Port Orange	FL	(7,568)	2,803	8,870		1,083	2,803	9,953	12,756	(3,886)
	N. Ft. Myers	FL	(37,800)	6,306	14,579	21	6,816	6,327	21,395	27,722	(10,290)
age	N. Ft. Myers	FL	(9,635)	4,116	12,353		1,246	4,116	13,599	17,715	(2,665)
est	Venice	FL	(15,328)	4,646	14,201		1,955	4,646	16,156	20,802	(1,917)
hman	Nokomis	FL		5,321	15,978		802	5,321	16,780	22,101	(3,303)
	Largo	FL	(4,179)	1,722	5,200		43	1,722	5,243	6,965	(1,036)
orest	Kissimmee	FL	(30,738)	4,852	14,596		5,016	4,852	19,612	24,464	(7,444)
orest	Kissimmee	FL		2,870	3,621	568	1,997	3,438	5,618	9,056	(2,227)
	Clearwater	FL		1,649	5,028		64	1,649	5,092	6,741	(1,230)
r	Odessa	FL	(8,498)	4,107	12,431		1,180	4,107	13,611	17,718	(2,653)
	Zephyrhills	FL	(2,101)	837	2,518		21	837	2,539	3,376	(519)
lms	Eustis	FL		2,169	5,884		2,770	2,169	8,654	10,823	(3,284)
e	Mt. Dora	FL	(1,944)	796	2,395		63	796	2,458	3,254	(488)
oliday	Ormond Beach	FL		2,001	6,004		490	2,001	6,494	8,495	(1,255)
oliday	Fort Lauderdale	FL	(7,903)	3,099	9,286		348	3,099	9,634	12,733	(1,800)
ey	Big Pine Key	FL	(15,337)	5,273	15,822		1,541	5,273	17,363	22,636	(3,346)
avel	Vero Beach	FL		1,603	4,813		154	1,603	4,967	6,570	(973)
	Palmetto	FL	(2,350)	965	2,905		81	965	2,986	3,951	(595)
e	N. Ft. Myers	FL	(12,381)	1,438	4,371	346	3,998	1,784	8,369	10,153	(3,950)

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ws	Palm Beach									
	Gardens	FL	(5,684)	3,229	9,870	2,131	3,229	12,001	15,230	(4,113)
RV	Wildwood	FL		228	684	19	228	703	931	(93)
	Arcadia	FL		1,093	3,280	5	1,093	3,285	4,378	(701)
	Spring Hill	FL	(2,078)	844	2,568	329	844	2,897	3,741	(579)
ms	Kissimmee	FL		5,677	17,116	5,583	5,677	22,699	28,376	(4,769)

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**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

	Location	Encumbrances	Costs			Gross Amount Carried		Total	Accumulated	
			Initial Cost to Company	Depreciable Land	Depreciable Property	Capitalized Subsequent to Acquisition (Improvements)	Depreciable Land			Depreciable Property
Alms	Punta Gorda	FL	(7,346)	2,365	7,286	251	2,365	7,537	9,902	(942)
Village	Largo	FL		1,315	3,946	152	1,315	4,098	5,413	(790)
Spanish	Ocala	FL	(12,600)	2,250	6,922	1,133	2,250	8,055	10,305	(4,250)
Manor	Bradenton	FL	(5,676)	2,153	6,125	1,453	2,153	7,578	9,731	(2,892)
Village	N. Ft. Myers	FL	(16,689)	1,417	5,440	1,879	1,417	7,319	8,736	(5,751)
t.	Sarasota	FL	(19,653)	1,523	5,063	2,807	1,523	7,870	9,393	(5,436)
t.	Sarasota	FL	(12,647)	1,106	3,162	993	1,106	4,155	5,261	(3,217)
den	Winter Garden	FL		2,321	6,962	77	2,321	7,039	9,360	(612)
Resort	St. James City	FL		1,678	5,044	88	1,678	5,132	6,810	(412)
s	Monee	IL	(13,577)	2,843	4,719	6,513	2,843	11,232	14,075	(4,108)
s	Amboy	IL	(4,596)	1,648	4,974	393	1,648	5,367	7,015	(1,186)
ry	Belvidere	IL		53	166	66	53	232	285	(25)
ke	Elgin	IL	(17,503)	6,138	21,033	5,200	6,138	26,233	32,371	(12,508)
es	Batesville	IN		450	1,061	6	456	1,589	2,045	(212)
Lake	Clinton	IN		155	365	2	157	501	658	(68)
	New Carlisle	IN		426	1,281	50	426	1,331	1,757	(275)
Village	Portage	IN	(9,552)			569	3,811	3,811	4,380	(2,477)
RV	Howe	IN	(2,480)	1,399	4,186	157	1,399	4,343	5,742	(449)
Caverns										
golf	Park City	KY		530	1,512		530	1,512	2,042	(198)
o Cape	Rochester	MA		91	288	72	91	360	451	(36)
am RV	South Dennis	MA		1,760	5,293	19	1,760	5,312	7,072	(782)
	Sturbridge	MA		110	347	177	110	524	634	(50)
ach	Moody	ME		93	292	105	93	397	490	(39)
V Park	Old Orchard									
	Beach	ME	(5,655)	1,942	5,827	123	1,942	5,950	7,892	(872)
	Bar Harbor	ME		1,037	3,127	30	1,037	3,157	4,194	(220)

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oo	Trenton	ME	1,463	4,408		5	1,463	4,413	5,876	(309)
d	Ellsworth	ME	267	802		60	267	862	1,129	(60)
Resort	Buchanan	MI	176	516			176	516	692	(90)
e	St Clair	MI	453	1,068	6	214	459	1,282	1,741	(200)
ek	Advance	NC	986	2,325	13	381	999	2,706	3,705	(434)
untain	Newport	NC	(11,610)	4,612	13,848	750	1,312	5,362	15,160	(2,931)
on	Lenoir	NC	1,037	3,075			1,037	3,075	4,112	(381)
s RV	Littleton	NC	130	409		51	130	460	590	(50)
	Mocksville	NC	1,504	4,587		13	1,504	4,600	6,104	(503)

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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

	Location	Encumbrances	Costs		Capitalized		Gross Amount Carried		Total	Accumulated Depreciation	
			Initial Cost to Company	Subsequent to Acquisition (Improvements)	Land	Property	Land	Property			at Close of Period 12/31/09
			Land	Property	Land	Property	Land	Property			
	Asheville	NC	(3,698)	1,183	3,511		6	1,183	3,517	4,700	(442)
	Chocowinity	NC	(3,518)	1,719	3,361	(10)	228	1,709	3,589	5,298	(702)
RV	Cedar Point	NC	(5,786)	2,392	7,185		88	2,392	7,273	9,665	(1,441)
h RV	Contoocook	NH	(5,025)	1,755	5,265		71	1,755	5,336	7,091	(789)
sort	South Hampton	NH	(586)	3,557	3,910		126	3,557	4,036	7,593	(299)
ike	Port Republic	NJ		337	796	4	54	342	849	1,191	(144)
ore	Ocean View	NJ		397	1,192	(19)	403	378	1,595	1,973	(158)
	Swainton	NJ		208	625	(10)	76	198	701	899	(74)
	Las Vegas	NV	(8,936)	908	2,643		1,560	908	4,203	5,111	(2,976)
scade	Las Vegas	NV	(8,262)	2,995	9,020		2,292	2,995	11,312	14,307	(4,267)
	Las Vegas	NV	(7,613)	2,648	7,989		525	2,648	8,514	11,162	(4,375)
West	Las Vegas	NV	(14,186)	1,730	5,266		1,439	1,730	6,705	8,435	(3,295)
	Las Vegas	NV		1,049	2,473	14	221	1,063	2,694	3,757	(442)
a	Las Vegas	NV	(9,967)	2,896	8,774		1,011	2,896	9,785	12,681	(3,972)
e	Corinth	NY	(13,772)	4,783	14,125	153	177	4,936	14,302	19,238	(2,122)
ach	Pulaski	NY	(20,357)	7,325	21,141	0	1,311	7,325	22,452	29,777	(3,270)
Village	Manorville	NY	(25,413)	3,667	9,414	484	4,273	4,151	13,687	17,838	(4,954)
e Escape	Lake George	NY		3,562	10,708		420	3,562	11,128	14,690	(1,728)
e											
lley	Warrensburg	NY		540	1,626		2	540	1,628	2,168	(104)
lley											
	Accord	NY		1,115	3,240			1,115	3,240	4,355	(404)
ke	Jefferson	OH		295	696	4	56	299	751	1,050	(124)
a	Wilmington	OH		235	555	3	59	238	614	852	(101)
	Bend	OR		733	1,729	10	224	743	1,953	2,696	(314)
od											
	Eugene	OR	(5,018)	1,112	3,426		448	1,112	3,874	4,986	(1,571)
	Welches	OR		1,817	5,733		83	1,817	5,816	7,633	(1,550)
	Cloverdale	OR		1,076	2,539	14	659	1,091	3,198	4,289	(498)
w	Fairview	OR			3,249		415		3,664	3,664	(1,501)
	Seaside	OR		891	2,101	12	353	903	2,454	3,357	(389)
ok	Clackamas	OR	(6,098)	1,197	3,693		366	1,197	4,059	5,256	(1,714)
	Florence	OR		678	1,598	9	65	687	1,663	2,350	(280)
st	South Beach	OR		754	1,777	10	373	764	2,150	2,914	(332)

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n	Shartlesville	PA	1,666	5,044	338	1,666	5,382	7,048	(534
	Lancaster	PA	347	1,041	174	330	1,215	1,545	(124
ty	Manheim	PA	93	278	48	88	326	414	(35
Farm	Dover	PA	117	350	35	111	385	496	(41

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**Table of Contents****Schedule III**

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

			Costs		Gross Amount Carried		Total	Accumula
			Initial Cost to Company	Capitalized Subsequent to Acquisition (Improvements)	at Close of Period 12/31/09	Depreciated		
Location	Encumbrances	Land	Depreciable Property	Land	Depreciable Property	Land	Property	
Breinigsville	PA (29,747)	2,680	7,479		3,834	2,680	11,313	13,993 (7,000)
Lebanon	PA	1,284	3,028	17	528	1,301	3,556	4,857 (580)
Lenhartsville	PA	1,263	3,786			1,263	3,786	5,049 (1,100)
Scotrun	PA	161	483		39	153	522	675 (500)
New Holland	PA (4,405)	1,593	4,795		119	1,593	4,914	6,507 (990)
Bowmansville	PA	866	2,601		24	866	2,625	3,491 (800)
East Stroudsburg	PA	311	933		111	296	1,044	1,340 (150)
East Stroudsburg	PA	216	649		5	206	654	860 (700)
Fair Play	SC	457	1,078	6	128	463	1,206	1,669 (190)
Murrells Inlet	SC (4,775)	1,546	4,642		37	1,546	4,679	6,225 (580)
Yemassee	SC	267	810			267	810	1,077 (100)
Hohenwald	TN	533	1,257	7	160	540	1,417	1,957 (220)
Middleton	TN	118	279	2	10	120	289	409 (50)
Bridgeport	TX	438	1,033	6	40	444	1,074	1,518 (180)
Columbus	TX	466	1,099	6	67	472	1,165	1,637 (190)
Weslaco	TX	627	1,881		753	627	2,634	3,261 (480)
San Benito	TX	2,533		412	10,970	2,945	10,970	13,915 (4,270)
Willis	TX	1,363	3,214	18	1,152	1,381	4,366	5,747 (640)
Point	TX	691	1,629	9	98	700	1,728	2,428 (270)
Gordonville	TX	488	1,151	6	443	494	1,594	2,088 (230)
Whitney	TX	679	1,602	9	221	688	1,823	2,511 (290)
Harlingen	TX	325	979		98	325	1,077	1,402 (230)
Lakehills	TX	936	2,208	12	644	949	2,852	3,801 (440)
Harlingen	TX	1,568	4,705		228	1,568	4,933	6,501 (960)
Mercedes	TX	448	1,345		207	448	1,552	2,000 (290)
Weslaco	TX	1,108	3,323		187	1,108	3,510	4,618 (680)
Harlingen	TX	1,494	4,484		798	1,494	5,282	6,776 (920)
Harlingen	TX	1,221	3,809		267	1,221	4,076	5,297 (1,070)
Salt Lake City	UT (3,368)	510	1,623		344	510	1,967	2,477 (830)
Farr West	UT (10,794)	1,346	4,179		1,571	1,346	5,750	7,096 (2,400)
Cloucester	VA	1,230	2,900	16	444	1,246	3,345	4,591 (530)

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Colonial Beach	VA		67	202		295	64	497	561	(4
Gladys	VA		266	627	4	81	269	708	977	(11
Chantilly	VA	(33,857)	5,430	16,440		5,846	5,430	22,286	27,716	(10,59
Quinby	VA		602	1,419	8	93	610	1,512	2,122	(25

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## Schedule III

**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(Amounts in thousands)**

Location	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at Close of Period 12/31/09		Total	I
		Land	Depreciable Property	Land	Depreciable Property	Land	Depreciable Property		
Williamsburg	VA	117	350		34	111	384	495	
Line	WA	502	1,185	7	28	509	1,213	1,722	
Qualmie	WA	822	1,939	11	253	833	2,192	3,025	
Phalis	WA	590	1,392	8	194	598	1,585	2,183	
ncy	WA	314	741	4	32	318	772	1,090	
Concrete	WA			475	1,456	475	1,456	1,931	
General Way	WA	(17,383)	2,408		493	2,408	7,779	10,187	
Conner	WA		600	8	438	608	1,854	2,462	
venworth	WA		786	10	302	796	2,156	2,952	
Wpport	WA		353	5	70	358	904	1,262	
Wview	WA		321	4	111	326	869	1,195	
W	WA		621	8	430	629	1,894	2,523	
Wana City	WA		283	4	32	287	701	988	
Wver Creek	WA		466	6	128	472	1,226	1,699	
Wnroe	WA		500	7	99	506	1,277	1,783	
Wconsin Dells	WI		522		7	522	1,623	2,145	
Wmont	WI	(4,012)	1,437		244	1,437	4,540	5,976	
Whart Lake	WI	(6,524)	2,293			2,293	6,879	9,172	
Wurgeon Bay	WI		714		75	714	2,227	2,941	
Wndon Station	WI		556		112	556	1,741	2,297	
		(1,542,791)	537,852	1,564,224	5,828	331,993	543,613	1,896,661	2,440,274
Woming	MI	(3,628)	1,109	3,444		1,109	3,444	4,553	
		(3,628)	1,109	3,444	(202)	1,109	3,444	4,553	
		(1,482)					77,815	77,815	
		(1)	(67)	436	3	15,783	15,568	15,572	

(1,547,901) 538,894 1,568,104 5,828 425,389 544,722 1,993,493 2,538,215

NOTES:

- (1) For depreciable property, the Company uses a 30-year estimated life for buildings acquired and structural and land improvements, a ten-to-fifteen year estimated life for building upgrades and a three-to-seven year estimated life for furniture and fixtures.

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- (2) The schedule excludes Properties in which the Company has a non-controlling joint venture interest and accounts for using the equity method of accounting.
- (3) The balance of furniture and fixtures included in the total amounts was approximately \$42.8 million as of December 31, 2009.
- (4) The aggregate cost of land and depreciable property for federal income tax purposes was approximately \$2.5 billion, as of December 31, 2009.
- (5) All Properties were acquired, except for Country Place Village, which was constructed.
- (6) Creekside was held for sale as of December 31, 2009, pursuant to FASB ASC 360-10-35.

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**Equity LifeStyle Properties, Inc.**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2009**  
**(amounts in thousands)**

The changes in total real estate for the years ended December 31, 2009, 2008, and 2007 were as follows:

	<b>2009</b>	<b>2008</b>	<b>2007</b>
Balance, beginning of year	\$ 2,491,021	\$ 2,396,115	\$ 2,337,460
Acquisitions	18,116	10,393	45,646
Improvements	30,876	26,716	29,384
Dispositions and other	(8,525)		(16,375)
Inventory reclassification	6,727	57,797	
Balance, end of year	\$ 2,538,215	\$ 2,491,021	\$ 2,396,115

The changes in accumulated depreciation for the years ended December 31, 2009, 2008, and 2007 were as follows:

	<b>2009(a)</b>	<b>2008(b)</b>	<b>2007</b>
Balance, beginning of year	\$ 561,104	\$ 494,211	\$ 435,809
Depreciation expense	72,419	66,893	63,991
Dispositions and other	(3,755)		(5,589)
Balance, end of year	\$ 629,768	\$ 561,104	\$ 494,211

- (a) Includes approximately \$2.4 million of depreciation from rental operations included in Ancillary services revenues, net.
- (b) Depreciation expense excludes approximately \$0.8 million of unamortized lease costs expenses related to the termination of the Privileged Access lease and includes approximately \$1.2 million of depreciation from rental operations included in Ancillary services revenues, net.