UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2004

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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)	36-3857664 (I.R.S. Employer Identification No.)
TWO NORTH RIVERSIDE PLAZA, SUITE 800, CHICAGO, ILLINOIS (Address of principal executive offices)	60606 (Zip Code)

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

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

Common Stock, $.01 Par Value (Title of Class)	The New York Stock Exchange (Name of exchange on which registered)

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

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 [X] No [ ]

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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/A or any amendment to this Form 10-K/A. [ ]

The aggregate market value of voting stock held by nonaffiliates was approximately $699.2 million as of March 11, 2005 based upon the closing price of $34.80 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 March 11, 2005, 23,172,094 shares of the Registrant's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Part III incorporates by reference the Registrant's Proxy Statement relating to the Annual Meeting of Stockholders to be held on May 10, 2005.

EQUITY LIFESTYLE PROPERTIES, INC.

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EXPLANATORY NOTE

This amendment on Form 10-K/A is being filed with respect to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 29, 2005. This Amendment No. 1 includes a signed audit opinion from our independent auditors and a signed Exhibit 23 -- Consent of Independent Registered Public Accounting Firm required by Item 601 of Regulation S-K. These documents previously appeared in our Form 10-K unsigned. This amendment does not contain updates to reflect any events occurring after the original March 29, 2005 filing of our Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected financial and operating information on a historical basis. The historical operating data for the four years ended December 31, 2003 have been derived from the historical financial statements of the Company; however, they have been restated to reflect adjustments that are further explained in Note 2 of the Notes to Consolidated Financial Statements contained in this Form 10-K/A. The following information should be read in conjunction with all of the financial statements and notes thereto included elsewhere in this Form 10-K/A.

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED HISTORICAL FINANCIAL INFORMATION
(Amounts in thousands, except for per share and property data)

	(1) YEARS ENDED DECEMBER 31,				
	2004	2003 (Restated)	2002 (Restated)	2001 (Restated)	2000
PROPERTY OPERATIONS:					
Community base rental income	$ 210,790	$ 196,919	$ 194,640	$ 190,982	$185,023
Resort base rental income	54,845	11,780	9,146	5,748	7,414
Utility and other income	24,893	20,150	19,684	20,381	19,357
Property operating revenues	290,528	228,849	223,470	217,111	211,794
Property operating and maintenance	94,955	64,996	62,843	60,807	57,973
Real estate taxes	23,679	18,917	17,827	16,882	16,407
Property management	12,852	9,373	9,292	8,984	8,690
Property operating expenses (exclusive of depreciation shown separately below)	131,486	93,286	89,962	86,673	83,070
Income from property operations	159,042	135,563	133,508	130,438	128,724
HOME SALES OPERATIONS:					
Gross revenues from inventory home sales	47,636	36,606	33,537	--	--
Cost of inventory home sales	(41,833)	(31,767)	(27,183)	--	--
Gross profit from inventory home sales	5,803	4,839	6,354	--	--
Brokered resale revenues, net	2,186	1,724	1,592	--	--
Home selling expenses	(8,708)	(7,360)	(7,664)	--	--
Ancillary services revenues, net	2,782	216	522	--	--
Income (loss) from home sales operations & other	2,063	(581)	804	--	--
OTHER INCOME (EXPENSES):					
Interest income	1,391	1,695	967	639	1,009
Equity in income of affiliates	--	--	--	1,811	2,408
Income from other investments (2)	3,475	956	316	383	150
General and administrative	(9,243)	(8,060)	(8,192)	(6,687)	(6,423)
Rent control initiatives	(2,412)	(2,352)	(5,698)	(2,358)	--
Interest and related amortization (3)	(91,922)	(58,402)	(50,729)	(51,305)	(53,280)
Depreciation on corporate assets	(1,657)	(1,240)	(1,277)	(1,243)	(1,139)
Depreciation on real estate assets and other costs	(48,862)	(37,265)	(34,826)	(33,540)	(33,201)
Total other income (expenses)	(149,230)	(104,668)	(99,439)	(92,300)	(90,476)
Income before minority interests, equity in income of unconsolidated joint ventures, loss on extinguishment of debt, gain on sale of property and discontinued operations	11,875	30,314	34,873	38,138	38,248
(Income) allocated to Common OP Units	(936)	(3,860)	(4,708)	(7,216)	(7,968)
(Income) allocated to Perpetual Preferred OP Units	(11,284)	(11,252)	(11,252)	(11,252)	(11,252)
Equity in income of unconsolidated joint ventures	3,739	340	235	282	8
Income before loss on extinguishment of debt, gain on sale of properties and other, and discontinued operations	3,394	15,542	19,148	19,952	19,036
Loss on the extinguishment of debt	--	--	--	--	(1,041)
Gain on sale of properties and other	638	--	--	8,168	12,053
Income from continuing operations	4,032	15,542	19,148	28,120	30,048
DISCONTINUED OPERATIONS:					
Discontinued Operations	26	1,043	3,287	3,203	3,090
Depreciation on discontinued operations	(32)	(135)	(484)	(605)	(698)
Gain on sale of discontinued properties and other	--	10,826	13,014	--	--
Minority interests on discontinued operations	--	(2,144)	(3,078)	(521)	(495)
Income (loss) from discontinued operations	(6)	9,590	12,739	2,077	1,897
NET INCOME AVAILABLE FOR COMMON SHARES	$ 4,026	$ 25,132	$ 31,887	$ 30,197	$ 31,945

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EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED HISTORICAL FINANCIAL INFORMATION
(continued)
(Amounts in thousands, except for per share and property data)

	(1) AS OF DECEMBER 31,				
	2004	2003 (Restated)	2002 (Restated)	2001 (Restated)	2000
EARNINGS PER COMMON SHARE - BASIC:					
Income from continuing operations	$ 0.18	$ 0.71	$ 0.89	$ 1.34	$ 1.40
Income from discontinued operations	$ 0.00	$ 0.43	$ 0.59	$ 0.10	$ 0.09
Net income available for Common Shares	$ 0.18	$ 1.14	$ 1.48	$ 1.44	$ 1.49
EARNINGS PER COMMON SHARE - FULLY DILUTED:					
Income from continuing operations	$ 0.17	$ 0.69	$ 0.87	$ 1.31	$ 1.37
Income from discontinued operations	$ 0.00	$ 0.42	$ 0.57	$ 0.09	$ 0.10
Net income available for Common Shares	$ 0.17	$ 1.11	$ 1.44	$ 1.40	$ 1.47
Distributions declared per Common Share outstanding (3)	$ 0.05	$ 9.485	$ 1.90	$ 1.78	$ 1.66
Weighted average Common Shares outstanding - basic	22,849	22,077	21,617	21,036	21,469
Weighted average Common OP Units outstanding	6,067	5,342	5,403	5,466	5,592
Weighted average Common Shares outstanding - fully diluted	29,465	28,002	27,632	27,010	27,408
BALANCE SHEET DATA:					
Real estate, before accumulated depreciation (4)	$2,035,790	$1,309,705	$1,296,007	$1,238,138	$1,218,176
Total assets	1,886,289	1,463,507	1,154,794	1,099,447	1,104,304
Total mortgages and loans (3)	1,653,051	1,076,183	760,233	708,857	719,684
Minority interests	134,771	124,634	166,889	170,675	171,271
Stockholders' equity (3)	31,844	(2,528)	171,175	173,264	168,095
OTHER DATA:					
Funds from operations (5)	$ 54,448	$ 58,479	$ 62,695	$ 64,599	$ 63,807
Net cash flow:					
Operating activities	$ 46,733	$ 75,163	$ 80,176	$ 80,708	$ 68,001
Investing activities	$ (366,654)	$ (598)	$ (72,973)	$ (23,067)	$ 23,102
Financing activities	$ (514)	$ 243,905	$ (1,287)	$ (59,134)	$ (94,932)
Total Properties (at end of period)	275	142	142	149	154
Total sites (at end of period)	101,231	52,349	51,582	50,663	51,304

(1) See the Consolidated Financial Statements of the Company included elsewhere herein. Certain 2003, 2002, 2001, and 2000 amounts have been reclassified to conform to the 2004 financial presentation. Such reclassifications have no effect on the operations or equity as originally presented.

Net Income for the years ended December 31, 2003, 2002 and 2001 have been restated (see Note 2 of the Notes to Consolidated Financial Statements contained in this Form 10-K/A) to reflect a change in the Company's accounting policy with regards to its rent control initiatives. The Company received a comment letter from the SEC with regard to prior filings. These issues were outlined in our press release dated March 4, 2005. The issues have been resolved and resulted in this restatement.

(2) On November 10, 2004, we acquired KTTI Holding Company, Inc., owner of 57 Properties and approximately 3,000 acres of vacant land, for $160 million ("Thousand Trails Transaction"). These Properties are leased to Thousand Trails, the largest operator of membership-based campgrounds in the United States. The Company has provided a long-term lease of the real estate (excluding the vacant land) to Thousand Trails, which will continue to operate the Properties for the benefit of its approximately 108,000 members nationwide. The Properties are located in 16 states (primarily in the western and southern United States) and British Columbia, and contain 17,911 sites. The lease will generate $16 million in rental income to the Company on an absolute triple net basis, subject to annual escalations of 3.25%. As of December 31, 2004, approximately $2.3 million represents income for November 10, 2004 through December 31, 2004.

(3) On October 17, 2003, we closed 49 mortgage loans collateralized by 51 Properties (the "Recap") providing total proceeds of approximately $501 million at a weighted average interest rate of 5.84% and with a weighted average maturity of approximately 9 years. Approximately $170 million of the proceeds were used to repay amounts outstanding on the Company's line of credit and term loan. Approximately $225 million was used to pay a special distribution of $8.00 per share on January 16, 2004. The remaining funds were used for investment purposes in 2004. The Recap resulted in increased interest and amortization expense and the special distribution resulted in decreased stockholder's equity.

In connection with the $501 million borrowing and subsequent special distribution, on February 27, 2004, the Company contributed all of its assets to MHC Trust, a newly formed Maryland real estate investment trust, including the Company's entire partnership interest in the Operating Partnership. This restructuring resulted in a step-up in the Company's tax basis in its assets, generating future depreciation deductions, which in turn will reduce the Company's future distribution requirements. This provides the Company with greater financial flexibility and greater growth potential (see Note 5 of the Notes to Consolidated Financial Statements contained in this Form 10-K/A).

(4) 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.

(5) Funds from Operations ("FFO") is a non-GAAP financial measure. The Company believes that FFO, as defined by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"), to be 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.

FFO is defined as net income, computed in accordance with GAAP, excluding gains or 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. The Company believes that FFO is helpful to investors as one of several measures of the performance of an equity REIT. The Company further believes that by excluding the effect of depreciation, amortization and gains or 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. 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. The Company computes FFO in accordance with 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. 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. FFO does not represent cash generated from operating activities in accordance with GAAP, nor does it represent cash available to pay distributions and 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.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES

1. Financial Statements

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

2. Financial Statement Schedules

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

3. Exhibits:

2(a)	Admission Agreement between Equity Financial and Management Co., Manufactured Home Communities, Inc. and MHC Operating Partnership.
3.1(g)	Amended and Restated Articles of Incorporation of Manufactured Home Communities, Inc. effective May 21, 1999.
3.2(n)	Articles of Amendment of Articles of Incorporation of Manufactured Home Communities, Inc., effective May 13, 2003.
3.3(m)	Articles of Amendment to Articles of Incorporation of Manufactured Home Communities, Inc., effective November 16, 2004.
3.4(n)	Amended Bylaws of Manufactured Home Communities, Inc. dated December 31, 2003.
4	Not applicable
9	Not applicable
10.1(a)	Agreement of Limited Partnership of MHC Financing Limited Partnership
10.2(b)	Agreement of Limited Partnership of MHC Lending Limited Partnership
10.3(c)	Agreement of Limited Partnership of MHC-Bay Indies Financing Limited Partnership
10.4(c)	Agreement of Limited Partnership of MHC-De Anza Financing Limited Partnership
10.5(d)	Second Amended and Restated MHC Operating Limited Partnership Agreement of Limited Partnership, dated March 15, 1996
10.6(f)	Agreement of Limited Partnership of MHC Financing Limited Partnership Two
10.7(a)	Revolving Credit Note made by Realty Systems, Inc. to Equity Financial and Management Co.
10.8(a)	Assignment to MHC Operating Limited Partnership of Revolving Credit Note made by Realty Systems, Inc. to Equity Financial and Management Co.
10.9(a)	Loan and Security Agreement between Realty Systems, Inc. and MHC Operating Limited Partnership
10.10(e)	Form of Manufactured Home Communities, Inc. 1997 Non-Qualified Employee Stock Purchase Plan.
10.11(i)	Manufactured Home Communities, Inc. 1992 Stock Option and Stock Award Plan.
10.12(g)	$265,000,000 Mortgage Note dated December 12,1997
10.13(h)	$110,000,000 Amended, Restated and Consolidated Promissory Note (DeAnza Mortgage) dated June 28, 2000
10.14(h)	$15,750,000 Promissory Note Secured by Leasehold Deed of Trust (Date Palm Mortgage) dated July 13, 2000
10.15(j)	$50,000,000 Promissory Note secured by Leasehold Deeds of Trust (Stagecoach Mortgage) dated December 2, 2001.
10.16(k)	Loan Agreement dated October 17, 2003 between MHC Sunrise Heights, L.L.C., as Borrower, and Bank of America, N.A., as Lender.
10.16.1(k)	Schedule identifying substantially identical agreements to Exhibit No. 10.16.
10.17(k)	Form of Loan Agreement dated October 17, 2003 between MHC Countryside L.L.C., as Borrower, and Bank of America, N.A., as Lender.
10.17.1(k)	Schedule identifying substantially identical agreements to Exhibit No. 10.17.
10.18(k)	Form of Loan Agreement dated October 17, 2003 between MHC Creekside

	L.L.C., as Borrower, and Bank of America, N.A., as Lender.
10.18.1(k)	Schedule identifying substantially identical agreements to Exhibit No. 10.18.
10.19(k)	Form of Loan Agreement dated October 17, 2003 between MHC Golf Vista Estates L.L.C., as Borrowers, and Bank of America, N.A., as Lender.
10.19.1(k)	Schedule identifying substantially identical agreements to Exhibit No. 10.19.
10.20(l)	Agreement of Plan of Merger (Thousand Trails), dated August 2, 2004
10.21(l)	Amendment No. 1 to Agreement of Plan of Merger (Thousand Trails), dated September 30, 2004

10.22(l)	Amendment No. 2 to Agreement of Plan of Merger (Thousand Trails), dated November 9, 2004
10.23(l)	Thousand Trails Lease Agreement, dated November 10, 2004
10.24(l)	$120 million Term Loan Agreement dated November 10, 2004
10.25(l)	Fifth Amended and Restated Credit Agreement ($110 million Revolving Facility) dated November 10, 2004
10.26(l)	First Amended and Restated Loan Agreement dated November 10, 2004
11	Not applicable
12(n)	Computation of Ratio of Earnings to Fixed Charges
13	Not applicable
14(n)	Manufactured Home Communities, Inc. Business Ethics and Conduct Policy, dated March 2004
15	Not applicable
16	Not applicable
17	Not applicable
18	Not applicable
19	Not applicable
20	Not applicable
21(n)	Subsidiaries of the registrant
22	Not applicable
23(o)	Consent of Independent Auditors
24.1(n)	Power of Attorney for Joseph B. McAdams dated March 1, 2005
24.2(n)	Power of Attorney for Howard Walker dated February 28, 2005
24.3(n)	Power of Attorney for Thomas E. Dobrowski dated March 1, 2005
24.4(n)	Power of Attorney for Gary Waterman dated March 1, 2005
24.5(n)	Power of Attorney for Donald S. Chisholm dated March 1, 2005
24.6(n)	Power of Attorney for Sheli Z. Rosenberg dated March 1, 2005
25	Not applicable
26	Not applicable
31.1(o)	Certification of Chief Financial Officer Pursuant To Section 302 of the Sarbanes-Oxley Act Of 2002
31.2(o)	Certification of Chief Executive Officer Pursuant To Section 302 of the Sarbanes-Oxley Act Of 2002
32.1(o)	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
32.2(o)	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, 1993.

(c) Included as an exhibit to the Company's Report on Form 10-K dated December 31, 1994.

(d) Included as an exhibit to the Company's Report on Form 10-Q for the quarter ended June 30, 1996.

(e) 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.

(f) Included as an exhibit to the Company's Report on Form 10-K dated December 31, 1997.

(g) Included as an exhibit to the Company's Form S-3 Registration Statement, filed November 12, 1999 (SEC File No. 333-90813).

(h) Included as an exhibit to the Company's Report on Form 10-K dated December 31, 2000.

(i) Included as Appendix A to the Company's Definitive Proxy Statement dated March 30, 2001

(j) Included as an exhibit to the Company's Report on Form 10-K dated December 31, 2002.

(k) Included as an exhibit to the Company's Report on Form 10-K dated December 31, 2003.

(l) Included as an exhibit to the Company's Report on Form 8-K dated November 16, 2004

(m) Included as an exhibit to the Company's Report on Form 8-K dated November 22, 2004

(n) Included as an exhibit to the Company's Report on Form 10-K dated December 31, 2004

(o) Filed herewith.

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: March 31, 2005

By: /s/ Thomas P. Heneghan

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

Date: March 31, 2005

By: /s/ Michael B. Berman

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

INDEX TO FINANCIAL STATEMENTS

EQUITY LIFESTYLE PROPERTIES, INC.

Certain schedules have been omitted as they are not applicable to the Company.

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

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

We have audited management's assessment, included in the accompanying Report of Management on Internal Control over Financial Reporting, that Equity Lifestyle Properties, Inc. (Equity Lifestyle Properties) did not maintain effective internal control over financial reporting as of December 31, 2004, because of the effect of a material weakness due to inadequate controls over the capitalization of certain costs, 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. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of Equity Lifestyle Properties' 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, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, 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 Equity Lifestyle Properties; (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 Equity Lifestyle Properties are being made only in accordance with authorizations of management and directors of Equity Lifestyle Properties; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of Equity Lifestyle Properties' 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.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weakness has been identified and included in management's assessment. As described in the notes to the Company's 2004 financial statements, Equity Lifestyle Properties restated previously issued financial statements to correct for errors related to the improper capitalization of certain costs associated with changing rent control restrictions. In connection with its assessment of internal control over financial reporting as of December 31, 2004, management determined that Equity Lifestyle Properties' procedures and controls over the interpretation and implementation of generally accepted accounting principles as they relate to the capitalization of these costs were inadequate, and concluded that this deficiency represented a material weakness in internal control over financial reporting. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements as of December 31, 2004 and 2003 and for each of the three years in the period ended December 31, 2004, and this report does not affect our report dated March 24, 2005 on those financial statements.

In our opinion, management's assessment that Equity Lifestyle Properties, Inc. did not maintain effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on the COSO control criteria. Also, in our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Equity Lifestyle Properties, Inc. has not maintained effective internal control over financial reporting as of December 31, 2004, based on the COSO control criteria.

ERNST & YOUNG LLP
Chicago, Illinois
March 24, 2005

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", formerly known as Manufactured Home Communities, Inc.) as of December 31, 2004 and 2003, and the related consolidated statements of operations, other comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2004. Our audits also included the financial statement schedules listed in the Index at Item 15(1) and (2). These financial statements and the schedules are the responsibility of Equity Lifestyle Properties' 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, 2004 and 2003, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2004, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company has restated its financial statements as of December 31, 2003 and for each of the two years in the period then ended relating to expense recognition for certain costs.

As discussed in Note 3 to the consolidated financial statements, in 2003 Equity Lifestyle Properties changed its method of accounting for stock-based employee compensation.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Equity Lifestyle Properties internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 24, 2005 expressed an unqualified opinion on management's assessment of the effectiveness of internal control over financial reporting and an adverse opinion on the effectiveness of internal control over financial reporting.

ERNST & YOUNG LLP

Chicago, Illinois
March 24, 2005

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2004 AND 2003
(AMOUNTS IN THOUSANDS)

	DECEMBER 31, 2004	DECEMBER 31, 2003 (Restated)
ASSETS		
Investment in real estate:		
Land	$ 470,587	$ 282,803
Land improvements	1,438,923	905,785
Buildings and other depreciable property	126,280	121,117
	2,035,790	1,309,705
Accumulated depreciation	(322,867)	(272,497)
Net investment in real estate	1,712,923	1,037,208
Cash and cash equivalents	5,305	325,740
Notes receivable	13,290	11,551
Investment in joint ventures	43,583	10,770
Rents receivable, net	1,469	2,385
Deferred financing costs, net	16,162	14,164
Inventory	50,654	31,604
Prepaid expenses and other assets	42,903	30,085
TOTAL ASSETS	$1,886,289	$1,463,507
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Mortgage notes payable	$1,417,251	$1,076,183
Unsecured line of credit	115,800	--
Unsecured term loan	120,000	--
Accounts payable and accrued expenses	36,146	27,928
Accrued interest payable	8,894	5,978
Rents received in advance and security deposits	21,135	6,616
Distributions payable	448	224,696
TOTAL LIABILITIES	1,719,674	1,341,401
Commitments and contingencies		
Minority interest - Common OP Units and other	9,771	(366)
Minority interest - Perpetual Preferred OP Units	125,000	125,000
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par value 10,000,000 shares authorized; none issued	--	--
Common stock, $.01 par value 50,000,000 shares authorized; 22,937,192 and 22,563,348 shares issued and outstanding for 2004 and 2003, respectively	224	222
Paid-in capital	294,304	263,066
Deferred compensation	(166)	(494)
Distributions in excess of accumulated earnings	(262,518)	(265,322)
Total stockholders' equity (deficit)	31,844	(2,528)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$1,886,289	$1,463,507

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

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	2004	2003 (Restated)	2002 (Restated)
PROPERTY OPERATIONS:			
Community base rental income	$ 210,790	$ 196,919	$194,640
Resort base rental income	54,845	11,780	9,146
Utility and other income	24,893	20,150	19,684
Property operating revenues	290,528	228,849	223,470
Property operating and maintenance	94,955	64,996	62,843
Real estate taxes	23,679	18,917	17,827
Property management	12,852	9,373	9,292
Property operating expenses (exclusive of depreciation shown separately below)	131,486	93,286	89,962
Income from property operations	159,042	135,563	133,508
HOME SALES OPERATIONS:			
Gross revenues from inventory home sales	47,636	36,606	33,537
Cost of inventory home sales	(41,833)	(31,767)	(27,183)
Gross profit from inventory home sales	5,803	4,839	6,354
Brokered resale revenues, net	2,186	1,724	1,592
Home selling expenses	(8,708)	(7,360)	(7,664)
Ancillary services revenues, net	2,782	216	522
Income (loss) from home sales operations & other	2,063	(581)	804
OTHER INCOME (EXPENSES):			
Interest income	1,391	1,695	967
Income from other investments	3,475	956	316
General and administrative	(9,243)	(8,060)	(8,192)
Rent control initiatives	(2,412)	(2,352)	(5,698)
Interest and related amortization	(91,922)	(58,402)	(50,729)
Depreciation on corporate assets	(1,657)	(1,240)	(1,277)
Depreciation on real estate assets and other costs	(48,862)	(37,265)	(34,826)
Total other income (expenses)	(149,230)	(104,668)	(99,439)
Income before minority interests, equity in income of unconsolidated joint ventures, gain on sale of properties and other and discontinued operations	11,875	30,314	34,873
Income allocated to Common OP Units	(936)	(3,860)	(4,708)
Income allocated to Perpetual Preferred OP Units	(11,284)	(11,252)	(11,252)
Equity in income of unconsolidated joint ventures	3,739	340	235
Income before gain on sale of properties and other and discontinued operations	3,394	15,542	19,148
Gain on sale of properties and other	638	--	--
Income from continuing operations	4,032	15,542	19,148
DISCONTINUED OPERATIONS:			
Discontinued operations	26	1,043	3,287
Depreciation on discontinued operations	(32)	(135)	(484)
Gain on sale of properties and other	--	10,826	13,014
Minority interests on discontinued operations	--	(2,144)	(3,078)
Income (loss) from discontinued operations	(6)	9,590	12,739
NET INCOME AVAILABLE FOR COMMON SHARES	$ 4,026	$ 25,132	$ 31,887

The accompanying notes are an integral part of the financial statements

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	2004	2003 (Restated)	2002 (Restated)
EARNINGS PER COMMON SHARE - BASIC:			
Income from continuing operations	$ 0.18	$ 0.71	$ 0.89
Income from discontinued operations	$ 0.00	$ 0.43	$ 0.59
Net income available for Common Shares	$ 0.18	$ 1.14	$ 1.48
EARNINGS PER COMMON SHARE - FULLY DILUTED:			
Income from continuing operations	$ 0.17	$ 0.69	$ 0.87
Income from discontinued operations	$ 0.00	$ 0.42	$ 0.57
Net income available for Common Shares	$ 0.17	$ 1.11	$ 1.44
Distributions declared per Common Share outstanding	$ 0.05	$ 9.485	$ 1.90
Tax status of Common Shares distributions paid during the year:			
Ordinary income	$ 1.05	$ 0.68	$ 1.50
Long-term capital gain	$ 4.82	$ 0.57	$ --
Unrecaptured section 1250 gain	$ 2.17	$ 0.16	$ --
Return of capital	$ --	$ 0.55	$ 0.37
Weighted average Common Shares outstanding - basic	22,849	22,077	21,617
Weighted average Common Shares outstanding - fully diluted	29,465	28,002	27,632

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(AMOUNTS IN THOUSANDS)

	2004	2003 (Restated)	2002 (Restated)
Net income available for Common Shares	$4,026	$25,132	$31,887
Net unrealized holding gains (losses) on derivative instruments	--	4,498	(4,987)
Net other comprehensive income available for Common Shares	$4,026	$29,630	$26,900

The accompanying notes are an integral part of the financial statements

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(AMOUNTS IN THOUSANDS)

	2004	2003 (Restated)	2002 (Restated)
PREFERRED STOCK, $.01 PAR VALUE	$ --	$ --	$ --
COMMON STOCK, $.01 PAR VALUE			
Balance, beginning of year	$ 222	$ 218	$ 215
Issuance of Common Stock through restricted stock grants	--	--	1
Exercise of options	2	4	2
Balance, end of year	$ 224	$ 222	$ 218
PAID - IN CAPITAL			
Balance, beginning of year	$ 263,066	$ 256,394	$245,827
Issuance of Common Stock for employee notes	--	--	--
Conversion of OP Units to Common Stock	155	343	227
Issuance of Common Stock through exercise of options	3,058	6,323	5,782
Issuance of Common Stock through restricted stock grants	--	--	2,709
Issuance of Common Stock through employee stock purchase plan	2,735	3,254	2,512
Compensation expense related to stock options and restricted stock	2,571	611	--
Transition adjustment - FAS 123	--	(1,047)	--
Adjustment for Common OP Unitholders in the Operating Partnership	22,719	(2,812)	(663)
Balance, end of year	$ 294,304	$ 263,066	$256,394
DEFERRED COMPENSATION			
Balance, beginning of year	$ (494)	$ (3,069)	$ (4,062)
Issuance of Common Stock through restricted stock grants	--	--	(2,709)
Transition adjustment - FAS 123	--	1,047	--
Recognition of deferred compensation expense	328	1,528	3,702
Balance, end of year	$ (166)	$ (494)	$ (3,069)
EMPLOYEE NOTES			
Balance, beginning of year	$ --	$ (2,713)	$ (3,841)
Principal payments	--	2,713	1,128
Balance, end of year	$ --	$ --	$ (2,713)
DISTRIBUTIONS IN EXCESS OF ACCUMULATED COMPREHENSIVE EARNINGS			
Balance, beginning of year	$(265,322)	$ (79,655)	$(64,875)
Net income	4,026	25,132	31,887
Other comprehensive income:			
Unrealized holding (losses) gains on derivative instruments	--	4,498	(4,987)
Comprehensive income	4,026	29,630	26,900
Distributions	(1,222)	215,297	(41,680)
Balance, end of year	$(262,518)	$(265,322)	$(79,655)

The accompanying notes are an integral part of the financial statements

EQUITY LIFESTYLE PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(AMOUNTS IN THOUSANDS)

	2004	2003 (Restated)	2002 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 4,026	$ 25,132	$ 31,887
Adjustments to reconcile net income to cash provided by operating activities:			
Income allocated to minority interests	12,220	17,256	19,038
Gain on sale of Properties and other	(638)	(10,826)	(13,014)
Depreciation expense	51,703	39,403	37,094
Amortization expense	2,203	5,031	963
Debt premium amortization expense	(1,317)	--	--
Equity in income of affiliates and joint ventures	(4,969)	(1,042)	(957)
Amortization of deferred compensation and other	2,899	2,139	3,930
Increase in provision for uncollectable rents receivable	1,182	821	941
Changes in assets and liabilities:			
Change in rents receivable	281	(1,469)	(1,186)
Change in inventory	(17,855)	1,846	1,887
Change in prepaid expenses and other assets	(9,772)	(43)	(2,113)
Change in accounts payable and accrued expenses	5,963	(3,055)	1,471
Change in rents received in advance and security deposits	807	(30)	235
Net cash provided by operating activities	46,733	75,163	80,176
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of rental properties	(310,893)	(6,836)	(56,531)
Proceeds from dispositions of assets	671	27,170	14,171
Distributions from (investment in) joint ventures and other	(27,642)	1,535	(7,149)
Proceeds from restructuring of College Heights venture, net	--	--	4,647
Purchase of RSI	--	--	(675)
Cash received in acquisition of RSI	--	--	839
Collections (funding) of notes receivable	(1,708)	(1,507)	(3,784)
Improvements:			
Improvements - corporate	(444)	(72)	(681)
Improvements - rental properties	(13,663)	(11,912)	(13,377)
Site development costs	(12,975)	(8,976)	(10,433)
Net cash (used in) investing activities	(366,654)	(598)	(72,973)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from stock options and employee stock purchase plan	6,221	9,581	8,296
Distributions to Common Stockholders, Common OP Unitholders and Perpetual Preferred OP Unitholders	(237,074)	(65,687)	(58,314)
Collection of principal payments on employee notes	--	2,713	1,128
Line of credit:			
Proceeds	135,800	53,000	82,000
Repayments	(20,000)	(137,750)	(13,500)
Acquisition Financing	124,300	--	--
Repayment of term loan	--	(100,000)	--
Refinancing - net proceeds (repayments)	3,288	501,057	(16,096)
Principal payments	(8,848)	(4,844)	(4,217)
Debt issuance costs	(4,201)	(14,165)	(584)
Net cash provided by (used in) financing activities	(514)	243,905	(1,287)
Net increase (decrease) in cash and cash equivalents	(320,435)	318,470	5,916
Cash and cash equivalents, beginning of year	325,740	7,270	1,354
Cash and cash equivalents, end of year	$ 5,305	$ 325,740	$ 7,270
SUPPLEMENTAL INFORMATION			
Cash paid during the year for interest	$ 88,883	$ 52,396	$ 46,097

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

NOTE 1 - ORGANIZATION OF THE COMPANY AND BASIS OF PRESENTATION

Equity Lifestyle Properties, Inc. (formerly Manufactured Home Communities, Inc.), together with MHC Operating Limited Partnership (the "Operating Partnership") and other consolidated subsidiaries ("Subsidiaries"), are referred to herein as the "Company", "ELS", "we", "us", and "our". We believe that we have qualified for taxation as a real estate investment trust ("REIT") for 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 Internal Revenue Service ("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 excluding capital gains. 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 status. 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 status.

If we fail to qualify as a REIT, we would be subject to 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 state and local taxes on its income and property and 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 (see Note 5). 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.

Several Properties acquired during 2004 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, doing business as Carefree Sales, is engaged in the business of purchasing, selling and leasing homes that are located in Properties owned and managed by the Company. Carefree Sales also provides brokerage services to customers at such Properties. Typically, customers move from a Property but do not relocate their homes. Carefree Sales may provide brokerage services, in competition with other local brokers, by seeking buyers for the homes. Carefree Sales also leases inventory homes to prospective customers with the expectation that the tenant eventually will purchase the home. Subsidiaries of RSI also lease from the Operating Partnership certain real property within or adjacent to certain Properties consisting of golf courses, pro shops, stores and restaurants.

The limited partners of the Operating Partnership (the "Common OP Unitholders") receive an allocation of net income which is based on their respective ownership percentage of the Operating Partnership which is shown on the Consolidated Financial Statements as Minority Interests - Common OP Units. As of December 31, 2004, the Minority Interests - Common OP Units represented 6,340,805 units of limited partnership interest ("OP Units") which are convertible into an equivalent number of shares of the Company's common stock. The issuance of additional shares of common stock or common OP Units changes the respective ownership of the Operating Partnership for both the Minority Interests and the Company.

NOTE 2 - RESTATEMENT OF FINANCIAL STATEMENTS

During 2004, the Company changed the way it accounted for costs incurred in pursuing certain rent control initiatives. As a result, the Company has restated its Consolidated Financial Statements for the years ended December 31, 2003, 2002, and 2001 to expense the costs of the initiatives in the year in which they were incurred because the previous method of accounting for the costs was determined to be incorrect. The Company had historically classified these costs, primarily legal, in other assets. To the extent the Company's efforts to effectively change the use and operations of the Properties were successful, the Company capitalized the costs to land improvements as an increase in the established value of the revised project and depreciated them over 30 years. To the extent these efforts were not successful, the costs would have been expensed.

Following is a summary of the effects of these changes on the Company's Consolidated Balance Sheets as of December 31, 2003, 2002 and 2001 and the Company's Consolidated Statements of Operations for the years ended December 31, 2003, 2002 and 2001 (amounts in thousands):

	Consolidated Balance Sheet		
	As Previously Reported	Adjustments	As Restated
As of December 31, 2003			
Land improvements..............................	$911,176	$(5,391)	$905,785
Prepaid expenses and other assets..............	35,102	(5,017)	30,085
Minority interest - Common OP Units and other...	1,716	(2,082)	(366)
Total stockholders' equity.....................	5,798	(8,326)	(2,528)
As of December 31, 2002			
Land improvements..............................	$893,839	$ --	$893,839
Prepaid expenses and other assets..............	35,884	(8,056)	27,828
Minority interest - Common OP Units and other...	43,501	(1,612)	41,889
Total stockholders' equity.....................	177,619	(6,444)	171,175
As of December 31, 2001			
Land improvements..............................	$855,296	$ --	$855,296
Prepaid expenses and other assets..............	18,612	(2,358)	16,254
Minority interest - Common OP Units and other...	46,147	(472)	45,675
Total stockholders' equity.....................	175,150	(1,886)	173,264

	Consolidated Statements of Operations		
	As Previously Reported	Adjustments	As Restated
Year ended December 31, 2003			
Rent control initiatives....................	$ --	$(2,352)	$(2,352)
Income allocated to Common OP Units.........	(4,330)	470	(3,860)
Net income available for Common Shares......	27,014	(1,882)	25,132
Earnings per Common Share - Basic...........	1.22	(.08)	1.14
Earnings per Common Share - Fully Diluted...	1.20	(.09)	1.11
Year ended December 31, 2002			
Rent control initiatives....................	$ --	$(5,698)	$(5,698)
Income allocated to Common OP Units.........	(5,848)	1,140	(4,708)
Net income available for Common Shares......	36,445	(4,558)	31,887
Earnings per Common Share - Basic...........	1.69	(.21)	1.48
Earnings per Common Share - Fully Diluted...	1.64	(.20)	1.44
Year ended December 31, 2001			
Rent control initiatives....................	$ --	$(2,358)	$(2,358)
Income allocated to Common OP Units.........	(7,688)	472	(7,216)

Net income available for Common Shares......	32,083	(1,886)	30,197
Earnings per Common Share - Basic...........	1.53	(.09)	1.44
Earnings per Common Share - Fully Diluted...	1.49	(.09)	1.40

NOTE 3 - 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. All inter-company transactions have been eliminated in consolidation. The Company's acquisitions were all accounted for as purchases in accordance with Statement of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS No. 141").

In December 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46R, Consolidation of Variable Interest Entities ("FIN 46R") - an interpretation of ARB 51. The objective of FIN 46R 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 will apply FIN 46R to all types of entity ownership (general and limited partnerships and corporate interests).

The Company will re-evaluate and apply the provisions of FIN 46R to existing entities if certain events occur which warrant re-evaluation of such entities. In addition, the Company will apply the provisions of FIN 46R 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.

(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.

(c) Segments

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 acquisitions in or near markets where the Properties are located and will also consider acquisitions of Properties outside such markets. The following table identifies our five largest markets by number of sites and provides information regarding our Properties (excludes Properties owned through Joint Ventures).

MAJOR MARKET	NUMBER OF PROPERTIES	TOTAL SITES	PERCENT OF TOTAL SITES	PERCENT OF TOTAL PROPERTY OPERATING REVENUES
Florida	77	32,451	36.3%	43.5%
California	44	12,865	14.4%	18.2%
Arizona	27	10,514	11.8%	10.4%
Texas	15	7,200	8.0%	2.3%
Washington	13	3,076	3.4%	0.6%
Other	71	23,280	26.1%	25.0%
Total	247	89,386	100.0%	100.0%

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Inventory

Inventory consists of new and used Site Set homes, is stated at the lower of cost or market after consideration of the N.A.D.A. (National Automobile Dealers Association) Manufactured Housing Appraisal Guide and the current market value of each home included in the home inventory. Inventory sales revenues and resale revenues are recognized when the home sale is closed. Resale revenues are stated net of commissions paid to employees of $1,163,000 and $893,000 for the years ended December 31, 2004 and 2003, respectively.

(e) Real Estate

In accordance with SFAS No. 141, we allocate 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 use 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, fixtures and equipment. The values of the 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 and then expensed over their estimated useful life. However the useful lives, salvage value, and customary depreciation method used for land improvements and other significant assets may significantly and materially overstate the depreciation of the underlying assets and therefore understate the net income of the Company.

We evaluate our Properties for impairment when conditions exist which may indicate that it is probable that the sum of expected future cash flows (undiscounted) from a Property over the anticipated holding period is less than its carrying value. Upon determination that a permanent impairment has occurred, the applicable Property is reduced to fair value.

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 Statement of Financial Accounting Standards No. 144 ("SFAS 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 after January 1, 2003 have been classified as discontinued operations in all periods presented.

(f) Cash and Cash Equivalents

We consider all demand and money market accounts and certificates of deposit with a maturity, when purchased, of three months or less to be cash equivalents.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Notes Receivable

Notes receivable generally are stated at their outstanding unpaid principal balances net of any deferred fees or costs on originated loans, or unamortized discounts or premiums net of a valuation 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 valuation allowance for the Chattel Loans is calculated based on a comparison of the outstanding principal balance of each note compared to the N.A.D.A. value and the current market value of the underlying manufactured home collateral.

(h) 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.

In applying the provisions of FIN 46R (see Basis of Consolidation, above), the Company determined that its Mezzanine Investment is a VIE; however, the Company concluded that it is not the primary beneficiary. As such, the adoption of this pronouncement had no effect on the Company's financial statements.

(i) Insurance Claims

The Properties are covered against fire, flood, property, earthquake, wind storm and business interruption by insurance policies containing various deductible requirements and coverage limits. Recoverable costs are classified in other assets as incurred. Proceeds are applied against the asset when received. 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 in the replacement period. Insurance proceeds relating to the capital costs will be recorded as income in the period they are received.

(j) Fair Value of Financial Instruments

The Company's financial instruments include short-term investments, notes receivable, accounts receivable, accounts payable, other accrued expenses, mortgage notes payable and interest rate hedge arrangements. The fair values of all financial instruments, including notes receivable, were not materially different from their carrying values at December 31, 2004 and 2003.

(k) Deferred Financing Costs

Deferred financing costs 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 Line of Credit, unamortized deferred financing fees are accounted for in accordance with EITF No. 98-14, "Debtor's Accounting for Changes in Line-of-Credit or Revolving-Debt Arrangements." Accumulated amortization for such costs was $4.9 million and $2.7 million at December 31, 2004 and 2003, respectively.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) 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 uncollectable rents receivable was approximately $1.0 million as of December 31, 2004 and $0.8 million as of December 31, 2003. 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.

(m) Minority Interests

Net income is allocated to Common OP Unitholders based on their respective ownership percentage of the Operating Partnership. An ownership percentage is represented by dividing the number of Common OP Units held by the Common OP Unitholders (6,340,805 and 5,312,387 at December 31, 2004 and 2003, respectively) by OP Units and shares of Common Stock outstanding. Issuance of additional shares of Common Stock or Common OP Units changes the percentage ownership of both the Minority Interests 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 Minority Interests to account for the change in the respective percentage ownership of the underlying equity of the Operating Partnership.

(n) Income Taxes

Due to the structure of the Company as a REIT, the results of operations contain no provision for Federal income taxes. However, the Company may be subject to certain state and local income, excise or franchise taxes. We paid state and local taxes of approximately $88,000, $56,000 and $20,000 during the years ended December 31, 2004, 2003 and 2002, respectively. In addition, taxable income from non-REIT activities managed through taxable REIT subsidiaries is subject to federal, state and local income taxes. As of December 31, 2004, net investment in real estate and notes receivable had a Federal tax basis of approximately $1,386 million and $13.3 million, respectively.

(o) Derivative Instruments and Hedging Activities

We recognize 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.

(p) Reclassifications

Certain 2003 and 2002 amounts have been reclassified to conform to the 2004 financial presentation. Such reclassifications have no effect on the operations or equity as originally presented.

(q) Stock Compensation

Prior to January 1, 2003, we accounted for our stock compensation in accordance with APB No. 25, "Accounting for Stock Issued to Employees", based upon the intrinsic value method. This method results in no compensation expense for options issued with an exercise price equal to or exceeding the market value of the Common Stock on the date of grant. Effective January 1, 2003, we elected to account for our stock compensation in accordance with SFAS No. 123 and its amendment (SFAS No. 148), "Accounting for Stock Based Compensation", which resulted in compensation expense being recorded based on the fair value of the stock options and other equity awards issued (see Note 14).

NOTE 4 - EARNINGS PER COMMON SHARE

Earnings per common share are based on the weighted average number of common shares outstanding during each year. Statement of Financial Accounting Standards No. 128, "Earnings Per Share" ("SFAS No. 128") 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 excludes 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.

The following table sets forth the computation of basic and diluted earnings per share for the years ended December 31, 2004, 2003 and 2002 (amounts in thousands):

	YEARS ENDED DECEMBER 31,		
	2004	2003 (Restated)	2002 (Restated)
NUMERATORS:			
INCOME FROM CONTINUING OPERATIONS:			
Income from continuing operations - basic	$ 4,032	$15,542	$19,148
Amounts allocated to dilutive securities	936	3,860	4,708
Income from continuing operations - fully diluted	$ 4,968	$19,402	$23,856
INCOME FROM DISCONTINUED OPERATIONS:			
Income from discontinued operations - basic	$ (6)	$ 9,590	$12,739
Amounts allocated to dilutive securities	--	2,144	3,078
Income from discontinued operations - fully diluted	$ (6)	$11,734	$15,817
NET INCOME AVAILABLE FOR COMMON SHARES:			
Net income available for Common Shares - basic	$ 4,026	$25,132	$31,887
Amounts allocated to dilutive securities	936	6,004	7,786
Net income available for Common Shares - fully diluted	$ 4,962	$31,136	$39,673
DENOMINATOR:			
Weighted average Common Shares outstanding - basic	22,849	22,077	21,617
Effect of dilutive securities:			
Redemption of Common OP Units for Common Shares	6,067	5,342	5,403
Employee stock options and restricted shares	549	583	612
Weighted average Common Shares outstanding - fully diluted	29,465	28,002	27,632

NOTE 5 - COMMON STOCK AND OTHER EQUITY RELATED TRANSACTIONS

The following table presents the changes in the Company's outstanding Common Stock for the years ended December 31, 2004, 2003 and 2002 (excluding OP Units of 6,340,805, 5,312,387 and 5,359,927 outstanding at December 31, 2004, 2003 and 2002, respectively):

	2004	2003	2002
Shares outstanding at January 1,	22,563,348	22,093,240	21,562,343
Common Stock issued through conversion of OP Units	95,769	47,540	66,447
Common Stock issued through exercise of options	196,834	302,526	282,959
Common Stock issued through stock grants	--	35,000	108,341
Common Stock issued through Employee Stock Purchase Plan	81,241	85,042	73,150
Common Stock repurchased and retired	--	--	--
Shares outstanding at December 31,	22,937,192	22,563,348	22,093,240

As of December 31, 2004 and 2003, the Company's percentage ownership of the Operating Partnership was approximately 78.5% and 80%, respectively. The remaining approximately 21.5% and 20%, respectively, is owned by the Common OP Unitholders.

On September 30, 1999, the Operating Partnership completed a $125 million private placement of 9.0% Series D Cumulative Perpetual Preferred Units ("POP Units") with two institutional investors. The POP Units, which are callable by the Company after five years, have no stated maturity or mandatory redemption. The Operating Partnership pays distributions of 9.0% per annum on the $125 million of POP Units. Distributions on the POP Units are paid quarterly on the last calendar day of each quarter.

The following distributions have been declared and paid to common stockholders and Minority Interests since January 1, 2002:

DISTRIBUTION AMOUNT PER SHARE	FOR THE QUARTER ENDING	SHAREHOLDER RECORD DATE	PAYMENT DATE
$0.4750	March 31, 2002	March 29, 2002	April 12, 2002
$0.4750	June 30, 2002	June 28, 2002	July 12, 2002
$0.4750	September 30, 2002	September 27, 2002	October 11, 2002
$0.4750	December 31, 2002	December 27, 2002	January 10, 2003
$0.4950	March 31, 2003	March 28, 2003	April 11, 2003
$0.4950	June 30, 2003	June 27, 2003	July 11, 2003
$0.4950	September 30, 2003	September 26, 2003	October 10, 2003
$8.00	December 31, 2003	January 8, 2004	January 16, 2004
$0.0125	March 31, 2004	March 26, 2004	April 9, 2004
$0.0125	June 30, 2004	June 25, 2004	July 9, 2004
$0.0125	September 30, 2004	September 24, 2004	October 8, 2004
$0.0125	December 31, 2004	December 31, 2004	January 14, 2005

On December 12, 2003, we declared a one-time special distribution of $8.00 per share payable to stockholders of record on January 8, 2004. We used proceeds from the $501 million borrowing in October 2003 to pay the special distribution on January 16, 2004. The special cash dividend was reflected on stockholders' 2004 1099-DIV issued in January 2005.

In connection with the $501 million borrowing and subsequent special distribution, on February 27, 2004, the Company contributed all of its assets to MHC Trust, a newly formed Maryland real estate investment trust, including the Company's entire partnership interest in Operating Partnership. The Company determined that a taxable transaction in connection with the special distribution to stockholders would be in the Company's best interests. This was accomplished by the contribution of the Company's interest in the Operating Partnership to MHC Trust in exchange for all the common and preferred stock of MHC Trust. Due to the Company's tax basis in its interest in the Operating Partnership, the Company

NOTE 5 - COMMON STOCK AND OTHER EQUITY RELATED TRANSACTIONS (CONTINUED)

recognized $180 million of taxable income as a result of its contribution, as opposed to a nontaxable reduction of the Company's tax basis in its interest in the Operating Partnership. This restructuring resulted in a step-up in the Company's tax basis in its assets, generating future depreciation deductions, which in turn will reduce the Company's future distribution requirements. The Company intends to continue to qualify as a REIT under the Code, with its assets consisting of interests in MHC Trust. MHC Trust, in turn, intends to also qualify as a real estate investment trust under the Code and will be the general partner of the Operating Partnership. On May 1, 2004, in connection with the restructuring, MHC Trust sold cumulative preferred stock to a limited number of unaffiliated investors.

The Company adopted, effective July 1, 1997, the 1997 Non-Qualified Employee Stock Purchase Plan ("ESPP"). Pursuant to the ESPP, 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, 2004, 2003 and 2002 were 80,955, 82,943 and 71,107, respectively.

NOTE 6- INVESTMENT IN REAL ESTATE

Land improvements consist primarily of improvements such as grading, landscaping and infrastructure items such as streets, sidewalks or water mains. Depreciable property consists of permanent buildings in the Properties such as clubhouses, laundry facilities, maintenance storage facilities, and furniture, fixtures and equipment.

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. We acquired all of these Properties from unaffiliated third parties. During the three years ended December 31, 2004, the Company acquired the following Properties (amounts in millions, except site information):

1) During the year ended December 31, 2004, we acquired the following Properties:

CLOSING DATE	PROPERTY	LOCATION	TOTAL SITES	REAL ESTATE	DEBT	NET EQUITY
ACQUISITIONS:						
January 15, 2004	O'Connell's	Amboy, IL	668	$ 6.6	$ 5.0	$ 1.6
January 30, 2004	Spring Gulch	New Holland, PA	420	6.4	4.8	1.6
February 3, 2004	Paradise	Mesa, AZ	950	25.7	20.0	5.7
February 18, 2004	Twin Lakes	Chocowinity, NC	400	5.2	3.8	1.4
February 19, 2004	Lakeside	New Carlisle, IN	95	1.7	--	1.7
February 5, 2004	Diversified Portfolio	Various	2,567	64.0	41.6	20.9
February 17, 2004	NHC Portfolio (a)	Various	11,311	235.0	159.0	69.0
May 3, 2004	Viewpoint	Mesa, AZ	1,928	81.3	44.0	37.3
May 12, 2004	Cactus Gardens	Yuma, AZ	430	7.9	4.9	3.0
May 13, 2004	Monte Vista	Mesa, AZ	832	45.8	23.0	22.8
May 14, 2004	GE Portfolio	Various	1,155	52.9	37.7	15.2
September 8, 2004	Yukon Trails	Lyndon Station, WI	214	2.2	--	2.2
November 10, 2004	Thousand Trail Portfolio (b)	Various	17,911	161.8	120.0	42.2
November 4, 2004	Caledonia	Caledonia, WI	247	1.5	--	1.5
December 30, 2004	Fremont	Fremont, WI	325	5.7	4.3	1.4

a) On February 17, 2004, the Company acquired 93% of PAMI entities' interests in 28 Properties. On July 1, 2004, the Company acquired the remaining minority interest of the PAMI entities for a combination of $1.0 million in cash and common OP units. On December 20, 2004, the Company redeemed the common OP Units for $4.5 million.

NOTE 6 - INVESTMENT IN REAL ESTATE (CONTINUED)

b) On November 10, 2004 the Company provided a long-term lease of the real estate to Thousand Trails, which will continue to operate the Properties for its members. The lease will generate $16 million of income to the Company on an absolute triple net basis subject to annual escalations of 3.25%. The initial term of the lease is 15 years, with two five-year renewal options.

In connection with the 2004 acquisitions and not reflected in the table above the Company acquired inventory of approximately $1.2 million, other assets of $4.9 million, rents received in advance of approximately $13.6 million and other liabilities of approximately $5.8 million. The Company also issued common OP Units for value of approximately $32.2 million. Additional equity was funded through our line of credit and funds from operations.

2) During the year ended December 31, 2003, we acquired the following Properties:

CLOSING DATE	PROPERTY	LOCATION	TOTAL SITES	REAL ESTATE	DEBT	NET EQUITY
ACQUISITIONS:						
December 3, 2003	Toby's	Arcadia, FL	379	$4.3	$ --	$4.3
December 15, 2003	Araby Acres	Yuma, AZ	337	5.7	3.2	2.5
December 15, 2003	Foothill	Yuma, AZ	180	1.8	1.4	0.4

The acquisitions were funded with monies held in short-term investments. The acquisitions included the assumption of liabilities of approximately $0.6 million. Also during 2003, we acquired a parcel of land adjacent to one of our Properties for approximately $0.1 million.

3) During the year ended December 31, 2002, we acquired the following Properties:

CLOSING DATE	PROPERTY	LOCATION	TOTAL SITES	REAL ESTATE	DEBT	NET EQUITY
ACQUISITIONS:						
March 12, 2002	Mt. Hood Village	Welches, OR	450	$ 7.2	$ --	$ 7.2
July 10, 2002	Harbor View Village	New Port Richey, FL	471	15.5	8.1	7.4
July 31, 2002	Golden Sun	Apache Junction, AZ	329	6.3	3.1	3.2
July 31, 2002	Countryside	Apache Junction, AZ	560	7.5	--	7.5
July 31, 2002	Holiday Village	Ormond Beach, FL	301	10.4	7.1	3.3
July 31, 2002	Breezy Hill	Pompano Beach, FL	762	20.5	10.5	10.0
August 14, 2002	Highland Woods	Pompano Beach, FL	148	3.9	2.5	1.4
August 7, 2002	Tropic Winds	Harlingen, TX	531	4.9	--	4.9
October 1, 2002	Silk Oak Lodge	Clearwater, FL	180	6.2	3.9	2.3
December 18, 2002	Hacienda Village	New Port Richey, FL	519	16.8	10.2	6.6
December 31, 2002	Glen Ellen	Clearwater, FL	117	2.4	2.5	--

The acquisitions were funded with borrowings on our Line of Credit and the assumption of $47.9 million of mortgage debt, which includes a $3.0 million discount mark-to-market adjustment. In addition, we purchased adjacent land and land improvements for several Properties for approximately $0.6 million.

During the three years ended December 31, 2004 the Company disposed of the following Properties. The operating results have been reflected in discontinued operations.

1) During the year ended December 31, 2004, we sold one Property located in Lake Placid, Florida for a selling price of $3.4 million, with net proceeds of $0.8 million received in July 2004. No gain or loss on disposition was recognized in the period. In addition, we sold approximately 1.4 acres of land in Montana for a gain and net proceeds of $0.6 million.

NOTE 6 - INVESTMENT IN REAL ESTATE (CONTINUED)

2) During the year ended December 31, 2003, we sold the three Properties listed in the table below. Proceeds from the sales were used to repay amounts on the Company's Line of Credit.

DATE DISPOSED	PROPERTY	LOCATION	TOTAL SITES	DISPOSITION PRICE	GAIN ON SALE
				($ millions)	($ millions)
June 6, 2003	Independence Hill	Morgantown, WV	203	$ 3.9	$2.8
June 6, 2003	Brook Gardens	Hamburg, NY	424	17.8	4.1
June 30, 2003	Pheasant Ridge	Mount Airy, MD	101	5.4	3.9

3) Also during 2002, we effectively sold 17 Properties as part of a restructuring of the College Heights Joint Venture discussed hereinafter. In addition, we sold Camelot Acres, a 319 site Property in Burnsville, Minnesota, for approximately $14.2 million.

The following table illustrates the effect on net income and earnings per share if the Company had consummated the acquisitions during the year ended December 2004 and 2003 on January 1, 2004 and 2003, respectively (amounts in thousands, except per share data):

Pro Forma Information (unaudited):	FOR THE YEARS ENDED DECEMBER 31, 2004	2003
Property operating revenues	$307,477	$297,845
Income from continuing operations	$ 7,088	$ 20,381
Net income available for Common Shares	$ 7,114	$ 30,166
Earnings per Common Share - Basic:		
Income from continuing operations	$ 0.31	$ 0.92
Net income available for Common Shares....	$ 0.31	$ 1.36
Earnings per Common Share - Fully Diluted:		
Income from continuing operations	$ 0.30	$ 0.92
Net income available for Common Shares ...	$ 0.30	$ 1.34

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.

NOTE 7 - INVESTMENT IN JOINT VENTURES

On February 3, 2004, the Company invested approximately $29.7 million in preferred equity interests (the "Mezzanine Investment") in six entities controlled by Diversified Investments, Inc. ("Diversified"). These entities own in the aggregate 11 Properties, containing 5,054 sites. Approximately $11.7 million of the Mezzanine Investment accrues at a per annum average rate of 10%, with a minimum per annum pay rate of 6.5%, payable quarterly, and approximately $17.9 million of the Mezzanine Investment accrues at a per annum average rate of 11%, with a minimum pay rate of 7%, payable quarterly. To the extent the minimum pay rates on the respective Mezzanine Investments are not achieved, the accrual rates increase to 12% and 13% per annum, respectively. The Company can acquire these Properties in the future at capitalization rates of between 8% and 8.5%, beginning in 2006. In addition, the Company has invested approximately $1.4 million in the Diversified entities managing these 11 Properties, which is included in prepaid expenses and other assets on the Company's Consolidated Balance Sheet as of December 31, 2004.

During the year ended December 31, 2004, the Company invested approximately $4.1 million with Diversified in 11 separate property-owning entities. The Company can acquire these Properties in the future at capitalization rates of between 8% and 8.5%, beginning in 2006.

The Company recorded approximately $3.7 million, $0.3 million, and $0.2 million of income from joint ventures, net of $1.2 million, $0.8 million and $0.7 million depreciation, in the years ended December 31, 2004, 2003 and 2002, respectively; and received approximately $5.2 million, $0.8 million and $0.6 million in distributions from joint ventures in the years ended December 31, 2004, 2003, and 2002 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.

The following is a summary of the Company's investments in unconsolidated joint ventures:

PROPERTY	LOCATION	NUMBER OF SITES	ECONOMIC INTEREST (A)	INVESTMENT AS OF DEC. 31, 2004 (in thousands)	INVESTMENT AS OF DEC. 31, 2003 (in thousands)
Trails West	Tucson, AZ	503	50%	$ 1,731	$ 1,752
Plantation	Calimesa, CA	385	50%	3,032	2,825
Manatee	Bradenton, FL	--	90%	--	45
Home	Hallandale, FL	136	90%	--	1,082
Villa del Sol	Sarasota, FL	207	90%	630	654
Voyager	Tucson, AZ	767	25%	3,010	4,412
Mezzanine Investments	Various	5,054	--	31,207	--
Indian Wells	Indio, CA	350	30%	271	--
Diversified Investments	Various	4,443	25%	3,702	--
		11,845		$43,583	$10,770

(a) The percentages shown approximate the Company's economic interest. The Company's legal ownership interest may differ.

NOTE 7 - INVESTMENT IN JOINT VENTURES (CONTINUED)

UNCONSOLIDATED REAL ESTATE JOINT VENTURE FINANCIAL INFORMATION

The following tables represent combined summarized financial information of the unconsolidated real estate joint ventures.

BALANCE SHEETS AS OF DECEMBER 31,

	2004 (in thousands)	2003 (in thousands)
ASSETS		
Real estate, net	$183,480	$49,899
Other assets	22,646	4,723
TOTAL ASSETS	206,126	54,622
LIABILITIES		
Mortgage debt & other loans	$152,682	39,253
Other liabilities	13,485	8,393
Partner's equity	39,959	6,976
TOTAL LIABILITIES AND EQUITY	206,126	54,622

STATEMENT OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31,

	2004 (in thousands)	2003 (in thousands)
Rentals	$ 27,941	$ 9,632
Other Income	5,390	2,241
TOTAL REVENUES	33,331	11,873
EXPENSES		
Operating expenses	$ 16,454	$ 6,709
Interest	7,558	2,852
Other Income & Expenses	2,672	203
Depreciation & Amortization	10,165	676
TOTAL EXPENSES	36,849	10,440
NET (LOSS) INCOME	($ 3,518)	$ 1,433

NOTE 8 - NOTES RECEIVABLE

At December 31, 2004 and 2003, the Company had approximately $13.3 million and $11.6 million in notes receivable, respectively. On December 28, 2000, the Company, in connection with the Voyager Joint Venture, entered into an agreement to loan $3.0 million to certain principals of Meadows Management Company. The notes are collateralized with a combination of Common OP Units and partnership interests in this and other joint ventures. The notes bear interest at prime plus 0.5% per annum, require quarterly interest only payments and mature on December 31, 2011. The outstanding balance on these notes as of December 31, 2004 is $0.4 million.

The Company has approximately $12.9 million in Chattel Loans receivable, which yield interest at a per annum average rate of approximately 9.0%, have an average term and amortization of 5 to 15 years, require monthly principal and interest payments and are collateralized by homes at certain of the Properties.

NOTE 9 - EMPLOYEE NOTES RECEIVABLE

As of December 31, 2004 and 2003, the Company had employee notes receivable of $0 million. During 2003, approximately $2.7 million of notes receivable were repaid. These notes were collateralized by shares of the Company's Common Stock and are presented as a reduction of Stockholders' Equity.

NOTE 10 - LONG-TERM BORROWINGS

As of December 31, 2004 and December 31, 2003, the Company had outstanding mortgage indebtedness of approximately $1,417 million and $1,076 million, respectively, encumbering 165 and 114 of the Company's Properties, respectively. As of December 31, 2004 and December 31, 2003, the carrying value of such Properties was approximately $1,653 million and $1,124 million, respectively.

MORTGAGE DEBT OUTSTANDING

- Approximately $499.2 million of mortgage debt (the Recap) consisting of 49 loans collateralized by 51 Properties beneficially owned by separate legal entities that are Subsidiaries of the Company, which we closed on October 17, 2003. Of this Mortgage Debt, $166.1 million bears interest at 5.35% per annum and matures November 1, 2008; $80.6 million bears interest at 5.72% per annum and matures November 1, 2010; $79.1 million bears interest at 6.02% per annum and matures November 1, 2013; and $173.4 million bears interest at 6.33% per annum and matures November 1, 2015. The Mortgage Debt amortizes over 30 years.

- A $265.0 million mortgage note (the "$265 Million Mortgage") collateralized by 28 Properties beneficially owned by MHC Financing Limited Partnership. The $265 Million Mortgage has a maturity date of January 2, 2028 and bears interest at 7.015% per annum. There is no principal amortization until February 1, 2008, after which principal and interest are to be paid from available cash flow and the interest rate will be reset at a rate equal to the then 10-year U.S. Treasury obligations plus 2.0%. The $265 Million Mortgage is presented net of a settled hedge of $3.0 million (net of accumulated amortization of $466,969), which is being amortized into interest expense over the life of the loan.

- A $90.5 million mortgage note (the "DeAnza Mortgage") collateralized by 6 Properties beneficially owned by MHC-DeAnza Financing Limited Partnership. The DeAnza Mortgage bears interest at a rate of 7.82% per annum, amortizes beginning August 1, 2000 over 30 years and matures July 1, 2010.

- A $48.4 million mortgage note (the "Stagecoach Mortgage") collateralized by 7 Properties beneficially owned by MHC Stagecoach L.L.C. The Stagecoach Mortgage bears interest at a rate of 6.98% per annum, amortizes beginning September 1, 2001 over 10 years and matures September 1, 2011.

NOTE 10 - LONG-TERM BORROWINGS (CONTINUED)

- A $43.7 million mortgage note (the "Bay Indies Mortgage") collateralized by one Property beneficially owned by MHC Bay Indies, L.L.C. The Bay Indies Mortgage bears interest at a rate of 5.69% per annum, amortizes beginning April 17, 2003 over 25 years and matures May 1, 2013.

- A $15.2 million mortgage note (the "Date Palm Mortgage") collateralized by one Property beneficially owned by MHC Date Palm, L.L.C. The Date Palm Mortgage bears interest at a rate of 7.96% per annum, amortizes beginning August 1, 2000 over 30 years and matures July 1, 2010

- Approximately $457.9 million of mortgage debt on 71 other Properties, which was recorded at fair market value with the related discount or premium being amortized over the life of the loan using the effective interest rate method. Scheduled maturities for the outstanding indebtedness are at various dates through November 1, 2027, and fixed interest rates range from 5.16% to 8.55% per annum. Included in this debt, the Company has a $2.4 million loan recorded to account for a direct financing lease entered into in May 1997. Approximately $157 million of debt was assumed in the acquisition of 28 Properties during the twelve months ended December 31, 2004.

UNSECURED TERM LOAN OUTSTANDING

- The Company entered into a Term Loan agreement, pursuant to which it borrowed $120 million, on an unsecured basis, at LIBOR plus 1.75% per annum. The loan will be due and payable on November 10, 2007, unless this initial maturity date is extended by the borrower for an additional two years upon satisfaction of certain conditions. Proceeds from this debt were used to acquire KTTI Holding Company, Inc. as part of the Thousand Trails transaction.

UNSECURED LINES OF CREDIT OUTSTANDING

- The Company entered into a $110 million facility with a group of banks in December 2003, bearing interest at LIBOR plus 1.65% per annum that matures on August 9, 2006, which can be extended for an additional year to 2007. As of December 31, 2004, $35.7 million was available under this facility.

- The Company entered into a $50 million facility with Wells Fargo Bank in May 2004, bearing interest at LIBOR plus 1.65% per annum that matures on May 4, 2006, which can be extended for an additional year to 2007. As of December 31, 2004, $8.5 million was available under this facility.

In December 2004, we fixed $180 million of this floating rate debt for 1 year with a weighted average rate of 4.7% per annum.

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

YEAR	AMOUNT
2005	$ 18,742
2006	169,770
2007	432,350
2008	203,903
2009	70,558
Thereafter	748,349
Net unamortized premiums and discounts	9,379
Total	$1,653,051

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 37 of the Properties. Rental rate increases at these Properties are primarily a function of increases in the Consumer Price Index, taking into consideration certain floors and ceilings. 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, 2004 as follows (amounts in thousands):

YEAR	AMOUNT
2005	$ 50,916
2006	52,062
2007	43,537
2008	31,983
2009	19,106
Thereafter	44,149
Total	$241,753

NOTE 12 - GROUND LEASES

The Company leases land under non-cancelable operating leases at certain of the Properties expiring in various years from 2022 to 2032 with terms which require 12 equal payments per year plus additional rents calculated as a percentage of gross revenues. For the years ended December 31, 2004, 2003 and 2002, ground lease rent was approximately $1.6 million per year. Minimum future rental payments under the ground leases are approximately $1.6 million for each of the next five years and approximately $23.5 million thereafter.

NOTE 13 - TRANSACTIONS WITH RELATED PARTIES

Equity Group Investments, Inc. ("EGI"), an entity controlled by Mr. Samuel Zell, Chairman of the Company's Board of Directors, and certain of its affiliates have provided services such as administrative support and investor relations. Fees paid to EGI and its affiliates amounted to approximately $0, $300 and $1,000 for the years ended December 31, 2004, 2003 and 2002, respectively. There were no significant amounts due to these affiliates as of December 31, 2004 and 2003, respectively.

Certain related entities, affiliated with Mr. Zell, have provided services to the Company. These entities include, but are not limited to, The Riverside Agency, Inc. which provided insurance brokerage services and Two North Riverside Plaza Joint Venture Limited Partnership from which the Company leases office space. Fees paid to these entities amounted to approximately $412,000, $404,000 and $645,000 for the years December 31, 2004, 2003 and 2002, respectively. Amounts due to these entities were approximately $0 and $32,000 as of December 31, 2004 and 2003, respectively. During 2003, we paid $25,000 to J. Green & Co., L.L.C. for services provided by Mr. Berman, the Company's current Chief Financial Officer, prior to his employment by the Company.

Related party agreements or fee arrangements are generally for a term of one year and approved by independent members of the Company's Board of Directors.

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

NOTE 14 - STOCK OPTION PLAN AND STOCK GRANTS (CONTINUED)

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, 2004 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. 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 Common Stock. Exercisability or vesting with respect to either type of award will be with respect to 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.

Prior to 2003, we accounted for our stock compensation in accordance with APB No. 25, "Accounting for Stock Issued to Employees", based upon the intrinsic value method. This method results in no compensation expense for Options issued with an exercise price equal to or exceeding the market value of the Common Stock on the date of grant. Effective January 1, 2003, we elected to account for our stock-based compensation in accordance with SFAS No. 123 and its amendment (SFAS No. 148), "Accounting for Stock Based Compensation", which will result in compensation expense being recorded based on the fair value of the Options and other equity awards issued. SFAS No. 148 provides three possible transition methods for changing to the fair value method. We have elected to use the modified-prospective method. This method requires that we recognize stock-based employee compensation cost from the beginning of the fiscal year in which the recognition provisions are first applied as if the fair value method had been used to account for all employee awards granted, or settled in fiscal years beginning after December 15, 1994. The following table illustrates the effect on net income and earnings per share as if the fair value method was applied to all outstanding and unvested awards in each period presented (amounts in thousands, except per share data):

	2004	2003 (Restated)	2002 (Restated)
Net income available for Common Shares as reported	$ 4,026	$25,132	$31,887
Add: Stock-based compensation expense included in net income as reported	2,899	2,139	2,185
Deduct: Stock-based compensation expense determined under the fair value based method for all awards	(2,899)	(2,139)	(2,086)
Pro forma net income available for Common Shares	$ 4,026	$25,132	$31,986
Pro forma net income per Common Share - Basic	$ 0.18	$ 1.14	$ 1.48
Pro forma net income per Common Share - Fully Diluted	$ 0.17	$ 1.11	$ 1.44

NOTE 14- STOCK OPTION PLAN AND STOCK GRANTS (CONTINUED)

Restricted Stock Grants

In 2002, the Company awarded Restricted Stock Grants for 69,750 shares of Common Stock to certain members of senior management of the Company. These Restricted Stock Grants vest over three years, but may be restricted for a period of up to ten years depending upon certain performance benchmarks tied to increases in funds from operations being met. The fair market value of these Restricted Stock Grants of approximately $2.2 million as of the date of grant was treated in 2002 as deferred compensation and amortized in accordance with their vesting.

In 2004, the Company awarded Restricted Stock Grants for 135,000 shares of Common Stock to certain members of senior management of the Company. These Restricted Stock Grants vest over three years, but may be restricted for a period of up to ten years depending upon certain performance benchmarks tied to increases in funds from operations being met. The fair market value of these Restricted Stock Grants was approximately $5.0 million as of the date of grant and is recorded as compensation expense and paid in capital over the three year vesting period.

In 2004, 2003 and 2002, the Company awarded Restricted Stock Grants for 40,000, 35,000 and 16,000 shares of Common Stock, respectively, to directors with a fair market value of approximately $1,386,000, $733,000 and $376,000 in 2004, 2003 and 2002, respectively.

The Company recognized compensation expense of approximately $2.7, $1.8 and $1.5 million related to Restricted Stock Grants in 2004, 2003 and 2002 respectively. The balance of unamortized deferred compensation as of December 31, 2004 and 2003 was approximately $0.2 and $0.5 million, respectively.

Stock Options

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

ASSUMPTION	2004	2003	2002 (pro forma)
Dividend yield	5.9%	5.6%	6.3%
Risk-free interest rate	4.7%	3.5%	3.5%
Expected life	10 years	5 years	5 years
Expected volatility	16%	14%	19%
Estimated Fair Value of Options Granted	$ 57,000	$ 40,600	$ 37,432

NOTE 14 - STOCK OPTION PLAN AND STOCK GRANTS (CONTINUED)

In January 2004, approximately 1.2 million options were repriced in connection with the special dividend paid on January 16, 2004 (see Note 5). A summary of the Company's stock option activity, and related information for the years ended December 31, 2004, 2003 and 2002 follows:

	SHARES SUBJECT TO OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE PER SHARE
Balance at December 31, 2001	1,828,348	23.44
Options granted	20,000	33.55
Options exercised	(282,959)	20.48
Options canceled	(49,492)	24.94
Balance at December 31, 2002	1,515,897	24.08
Options granted	20,000	32.67
Options exercised	(302,526)	21.06
Options canceled	(9,437)	25.60
Balance at December 31, 2003	1,223,934	24.95
Options granted	1,212,367	17.28
Options exercised	(195,737)	15.47
Options canceled	(1,194,568)	25.04
Balance at December 31, 2004	1,045,996	17.74

The following table summarizes information regarding Options outstanding at December 31, 2004:

	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
RANGE OF EXERCISE PRICES	OPTIONS	WEIGHTED AVERAGE OUTSTANDING CONTRACTUAL LIFE (IN YEARS)	WEIGHTED AVERAGE EXERCISE PRICE	OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
$7.62 to $14.00	169,467	1.6	$11.88	169,467	$11.88
$15.69 to $18.99	680,475	4.4	$17.38	680,475	$17.38
$22.65 to $31.53	196,054	7.4	$24.06	176,052	$23.47
	1,045,996	4.5	$17.74	1,025,994	$17.51

As of December 31, 2004, 2003 and 2002, 1,942,025 shares, 2,119,152 shares, and 2,166,686 shares remained available for grant, respectively; of these 861,525 shares, 1,038,853 shares, and 1,073,853 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, 2004 and 2003, no Preferred Stock was issued by the Company.

NOTE 16 - 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 19% of their eligible compensation on a pre-tax basis subject to certain maximum amounts. In addition, the Company will match dollar-for-dollar the participant's contribution up to 4% of the participant's eligible compensation.

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 approximately $545,271, $240,000, and $248,000, for the years ended December 31, 2004, 2003, and 2002, respectively.

The Company has established a supplemental executive retirement plan (the "SERP") to provide certain officers and directors an opportunity to defer a portion of their eligible compensation in order to save for retirement and for the education of their children. The SERP is restricted to investments in Company common shares, certain marketable securities that have been specifically approved, or cash equivalents. In accordance with EITF 97-14 "Accounting for Deferred Compensation Arrangements Where Amounts Earned Are Held in a Rabbi Trust and Invested", the deferred compensation liability represented in the SERP and the securities issued to fund such deferred compensation liability are consolidated by the Company on the balance sheet. Assets held in the SERP are included in other assets and are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings. Company shares held in the SERP are classified in stockholders equity due to the inability of the Company to repurchase these shares.

NOTE 17 - COMMITMENTS AND CONTINGENCIES

DEANZA SANTA CRUZ

The customers of DeAnza Santa Cruz Mobile Estates, a Property located in Santa Cruz, California, brought several actions opposing fees and charges in connection with water service at the Property. As a result of one action, the Company rebated approximately $36,000 to the customers. The DeAnza Santa Cruz Homeowners Association ("HOA") then proceeded to a jury trial alleging these "overcharges" entitled them to an award of punitive damages. In January 1999, a jury awarded the HOA $6.0 million in punitive damages. On December 21, 2001 the California Court of Appeal for the Sixth District reversed the $6.0 million punitive damage award, the related award of attorneys' fees, and, as a result, all post-judgment interest thereon, on the basis that punitive damages are not available as a remedy for a statutory violation of the California Mobilehome Residency Law ("MRL"). The decision of the appellate court left the HOA, the plaintiff in this matter, with the right to seek a new trial in which it must prove its entitlement to either the statutory penalty and attorneys' fees available under the MRL or punitive damages based on causes of action for fraud, misrepresentation or other tort. In order to resolve this matter, the Company accrued for and agreed to pay $201,000 to the HOA. This payment resolved the punitive damages claim. The HOA's attorney made a motion asking for an award of attorneys' fees and costs in the amount of approximately $1.5 million as a result of this resolution of the litigation. On April 2, 2003 the court awarded attorney's fees to the HOA's attorney in the amount of $593,000 and court costs of approximately $20,000. The Company appealed this award. On July 13, 2004, the California Court of Appeal affirmed the award of attorney's fees in favor of the HOA's attorney.

OTHER 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. This regulatory feature, called vacancy control, allows 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

NOTE 17 - COMMITMENTS AND CONTINGENCIES (CONTINUED)

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 with vacancy control 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 is approximately $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.

In connection with such efforts, the Company announced it has 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, the first case against the City went to trial, based on both breach of the settlement agreement and the constitutional claims. A jury found no breach of the settlement agreement; the Company then filed motions asking the Court to rule in its favor on that claim, notwithstanding the jury verdict. The Court has postponed decision on those motions and on the constitutional claims, pending a ruling on some property rights issues by the United States Supreme Court. In the event that the Court does not rule in favor of the Company on either the settlement agreement or the constitutional claims, then the Company has pending claims seeking a declaration that it can close the Property and convert it to another use.

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 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 believes had been agreed to by the CMHOA in a settlement agreement. On May 23, 2004, the California Court of Appeal affirmed the trial court's order dismissing the Company's claims against the City of San Rafael. The trial court has set a trial date in the second quarter of 2005 on the CMHOA's remaining claims for damages. The Company intends to vigorously defend this matter. 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.

Similarly, 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 ordinances 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

NOTE 17 - COMMITMENTS AND CONTINGENCIES (CONTINUED)

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. On remand the trial court is directed to decide the issue of damages to the Company which the Company believes is consistent with the Company receiving the economic benefit of invalidating one of the ordinances and also consistent with the Company's position that it is entitled to market rent and not merely a higher amount of regulated rent. The Company will petition the Supreme Court of California for review of certain aspects of this decision. The Company intends to vigorously defend the two new lawsuits. In addition, the Company has sued the City of Santee in Federal court alleging all three of the ordinances are unconstitutional under the Fifth Amendment to the United States Constitution because they fail to substantially advance a legitimate state interest. 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 intends to appeal this ruling and believes the outcome will be affected by the cases currently before the Ninth Circuit and United States Supreme Court.

Moreover, in July 2004, the Ninth Circuit Court of Appeal decided the case of Cashman v. City of Cotati, a Property owner's challenge to the City's rent control ordinance, and stated that a rent control ordinance that does not on its face provide for a mechanism to prevent the capture of a premium is unconstitutional, as a matter of law, absent sufficient externalities rendering a premium unavailable. This reasoning supports the legal position the Company has put forth in its opposition to rent control in general and vacancy control in particular. The City of Cotati has petitioned the Ninth Circuit for rehearing and that petition is pending. In addition, in October 2004, the United States Supreme Court granted certiorari in State of Hawaii vs. Chevron USA, Inc., a Ninth Circuit Court of Appeal case that upholds the standard that a regulation must substantially advance a legitimate state purpose in order to be constitutionally viable. The case was argued before the United States Supreme Court on February 22, 2005. The ultimate outcome of these cases will guide the Company's continued efforts to realize the value of its Properties which are subject to rent control and the Company's efforts to achieve a level of regulatory fairness in rent control jurisdictions.

OTHER

The Company is involved in various other legal proceedings arising in the ordinary course of business. 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 18 - QUARTERLY FINANCIAL DATA (UNAUDITED)

The following is unaudited quarterly data for 2004 and 2003 (amounts in thousands, except for per share amounts):

2004	FIRST QUARTER 3/31 (Restated)	SECOND QUARTER 6/30 (Restated)	THIRD QUARTER 9/30 (Restated)	FOURTH QUARTER 12/31 (Restated)
Total revenues (a)	$80,320	$86,844	$89,425	$96,378
Income from continuing operations (a)	$ 4,495	$ 481	$ (864)	$ (80)
Income from discontinued operations (a)	$ 15	$ (21)	$ --	$ --
Net income (loss) available to common stockholders	$ 4,510	$ 460	$ (864)	$ (80)
Weighted average Common Shares outstanding - Basic	22,674	22,737	22,829	22,906
Weighted average Common Shares outstanding - Diluted	27,986	28,655	29,335	29,360
Net income (loss) per Common Share outstanding - Basic	$ 0.20	$ 0.02	$ (0.04)	$ (0.00)
Net income (loss) per Common Share outstanding - Diluted	$ 0.19	$ 0.02	$ (0.04)	$ (0.00)

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

2003	FIRST QUARTER 3/31 (Restated)	SECOND QUARTER 6/30 (Restated)	THIRD QUARTER 9/30 (Restated)	FOURTH QUARTER 12/31 (Restated)
Total revenues (a)	$64,569	$66,760	$68,760	$71,066
Income from continuing operations (a)	$ 6,969	$ 4,709	$ 4,578	$ (714)
Income from discontinued operations (a)	$ 294	$ 9,288	$ 8	$ --
Net income (loss) available to common stockholders	$ 7,263	$13,997	$ 4,586	$ (714)
Weighted average Common Shares outstanding - Basic	21,918	22,027	22,114	22,247
Weighted average Common Shares outstanding - Diluted	27,276	27,371	27,458	27,568
Net income (loss) per Common Share outstanding - Basic	$ 0.33	$ 0.64	$ 0.21	$ (0.03)
Net income (loss) per Common Share outstanding - Diluted	$ 0.32	$ 0.62	$ 0.20	$ (0.03)

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

SCHEDULE II
EQUITY LIFESTYLE PROPERTIES, INC.
VALUATION AND QUALIFYING ACCOUNTS
DECEMBER 31, 2004

	BALANCE AT BEGINNING OF PERIOD	ADDITIONS: CHARGED TO INCOME	ADDITIONS: CHARGED TO OTHER ACCOUNTS	DEDUCTIONS(1)	BALANCE AT END OF PERIOD
For the year ended December 31, 2002:					
Allowance for doubtful accounts......	$300,000	$ 940,565	$ --	($540,565)	$ 700,000
For the year ended December 31, 2003:					
Allowance for doubtful accounts......	$700,000	$ 820,822	$ --	($693,822)	$ 827,000
For the year ended December 31, 2004:					
Allowance for doubtful accounts......	$827,000	$1,182,000	($145,000)	($834,000)	$1,030,000

(1) Deductions represent tenant receivables deemed uncollectible.

SCHEDULE III
EQUITY LIFESTYLE PROPERTIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2004
(AMOUNTS IN THOUSANDS)

Real Estate	Location		Encumbrances	Initial Cost to Company: Land	Initial Cost to Company: Depreciable Property	Costs Capitalized Subsequent to Acquisition (Improvements): Land	Costs Capitalized Subsequent to Acquisition (Improvements): Depreciable Property
Apollo Village	Phoenix	AZ	3,997	932	3,219	0	578
Araby Acres	Yuma	AZ	3,222	1,440	4,345	0	12
The Highlands at Brentwood	Mesa	AZ	10,910	1,997	6,024	0	738
Cactus Gardens	Yuma	AZ	4,849	1,992	5,984	0	12
Carefree Manor	Phoenix	AZ	3,394	706	3,040	0	222
Casa del Sol #1	Peoria	AZ	10,629	2,215	6,467	0	1,235
Casa del Sol #2	Glendale	AZ	9,983	2,103	6,283	0	928
Casa del Sol #3	Glendale	AZ	11,015	2,450	7,452	0	375
Central Park	Phoenix	AZ	5,103	1,612	3,784	0	641
Countryside	Phoenix	AZ	3,737	2,056	6,241	0	206
Desert Paradise	Yuma	AZ	1,452	666	2,011	0	4
Desert Skies	Phoenix	AZ	5,046	792	3,126	0	296
Fairview Manor	Tucson	AZ	5,048	1,674	4,708	0	1,113
Foothill	Yuma	AZ	1,350	459	1,402	0	16
Golden Sun	Scottsdale	AZ	2,976	1,678	5,049	0	48
Hacienda De Valencia	Mesa	AZ	6,063	833	2,701	0	2,123
Monte Vista	Mesa	AZ	22,844	11,402	34,355	0	157
Palm Shadows	Glendale	AZ	8,471	1,400	4,218	0	391
Paradise	Sun City	AZ	19,813	6,414	19,263	0	56
Sedona Shadows	Sedona	AZ	2,465	1,096	3,431	0	538
Suni Sands	Yuma	AZ	3,172	1,249	3,759	0	7
Sunrise Heights	Phoenix	AZ	5,636	1,000	3,016	0	413
The Mark	Mesa	AZ	8,826	1,354	4,660	6	846
The Meadows	Tempe	AZ	12,436	2,613	7,887	0	1,103
Viewpoint	Mesa	AZ	43,703	24,890	56,340	0	99
Whispering Palms	Phoenix	AZ	3,219	670	2,141	0	182
California Hawaiian	San Jose	CA	26,968	5,825	17,755	0	1,581
Colony Park	Ceres	CA	5,826	890	2,837	0	319
Concord Cascade	Pacheco	CA	5,411	985	3,016	0	1,047
Contempo Marin	San Rafael	CA	25,233	4,787	16,379	0	2,376
Coralwood	Modesto	CA	6,200	0	5,047	0	276
Date Palm Country Club	Cathedral City	CA	15,194	4,138	14,064	-23	3,416
Date Palm	Cathedral City	CA	0	0	216	0	47
Four Seasons	Fresno	CA	0	756	2,348	0	245
Laguna Lake	San Luis Obispo	CA	4,916	2,845	6,520	0	252

Real Estate	Location		Gross Amount Carried at Close of Period 12/31/04: Land	Depreciable Property	Total	Accumulated Depreciation	Date of Acquisition
Apollo Village	Phoenix	AZ	932	3,797	4,729	(1,302)	1994
Araby Acres	Yuma	AZ	1,440	4,357	5,797	(158)	2003
The Highlands at Brentwood	Mesa	AZ	1,997	6,762	8,759	(2,566)	1993
Cactus Gardens	Yuma	AZ	1,992	5,996	7,988	(102)	2004
Carefree Manor	Phoenix	AZ	706	3,262	3,968	(803)	1998
Casa del Sol #1	Peoria	AZ	2,215	7,702	9,917	(1,587)	1996
Casa del Sol #2	Glendale	AZ	2,103	7,211	9,314	(1,458)	1996
Casa del Sol #3	Glendale	AZ	2,450	7,827	10,277	(1,722)	1998
Central Park	Phoenix	AZ	1,612	4,425	6,037	(2,947)	1983
Countryside	Phoenix	AZ	2,056	6,447	8,503	(510)	2002
Desert Paradise	Yuma	AZ	666	2,015	2,681	(63)	2004
Desert Skies	Phoenix	AZ	792	3,422	4,214	(809)	1998
Fairview Manor	Tucson	AZ	1,674	5,821	7,495	(1,352)	1998
Foothill	Yuma	AZ	459	1,418	1,877	(52)	2003
Golden Sun	Scottsdale	AZ	1,678	5,097	6,775	(407)	2002
Hacienda De Valencia	Mesa	AZ	833	4,824	5,657	(2,475)	1984
Monte Vista	Mesa	AZ	11,402	34,512	45,914	(766)	2004
Palm Shadows	Glendale	AZ	1,400	4,609	6,009	(1,837)	1993
Paradise	Sun City	AZ	6,414	19,319	25,733	(592)	2004
Sedona Shadows	Sedona	AZ	1,096	3,969	5,065	(979)	1997
Suni Sands	Yuma	AZ	1,249	3,766	5,015	(116)	2004
Sunrise Heights	Phoenix	AZ	1,000	3,429	4,429	(1,227)	1994
The Mark	Mesa	AZ	1,360	5,506	6,866	(1,892)	1994
The Meadows	Tempe	AZ	2,613	8,990	11,603	(3,091)	1994
Viewpoint	Mesa	AZ	24,890	56,439	81,329	(1,096)	2004
Whispering Palms	Phoenix	AZ	670	2,323	2,993	(580)	1998
California Hawaiian	San Jose	CA	5,825	19,336	25,161	(4,884)	1997
Colony Park	Ceres	CA	890	3,156	4,046	(899)	1998
Concord Cascade	Pacheco	CA	985	4,063	5,048	(2,467)	1983
Contempo Marin	San Rafael	CA	4,787	18,755	23,542	(6,419)	1994

Coralwood	Modesto	CA	0	5,323	5,323	(1,350)	1997
Date Palm Country Club	Cathedral City	CA	4,115	17,480	21,595	(5,722)	1994
Date Palm	Cathedral City	CA	0	263	263	(100)	1994
Four Seasons	Fresno	CA	756	2,593	3,349	(665)	1997
Laguna Lake	San Luis Obispo	CA	2,845	6,772	9,617	(1,693)	1998

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Lamplighter	Spring Valley	CA	3,761	633	2,201	0	675
Las Palmas	Rialto	CA	3,807	1,295	3,866	0	20
Meadowbrook	Santee	CA	0	4,345	12,528	0	1,522
Monte del Lago	Castroville	CA	7,673	3,150	9,469	0	1,464
Quail Meadows	Riverbank	CA	5,280	1,155	3,469	0	293
Nicholson Plaza	San Jose	CA	0	0	4,512	0	72
Pacific Dunes Ranch	California Central Coast	CA	6,025	1,940	5,632	0	27
Parque La Quinta	Rialto	CA	5,105	1,799	5,450	0	-45
Rancho Mesa	El Cajon	CA	9,600	2,130	6,389	0	249
Rancho Valley	El Cajon	CA	3,624	685	1,902	0	794
Royal Holiday	Hemet	CA	0	778	2,643	0	374
Royal Oaks	Visalia	CA	0	602	1,921	0	281
DeAnza Santa Cruz	Santa Cruz	CA	6,871	2,103	7,201	0	317
Santiago Estates	Sylmar	CA	16,205	3,562	10,767	0	769
Sea Oaks	Los Osos	CA	0	871	2,703	0	267
Sunshadow	San Jose	CA	0	0	5,707	0	137
Tahoe Valley Campground	Lake Tahoe	CA	2,246	1,357	4,071	0	12
Village of Four Seasons	San Jose	CA	15,332	5,229	15,714	0	18
Westwinds (4 properties)	San Jose	CA	0	0	17,616	0	5,116
Bear Creek	Sheridan	CO	4,880	1,100	3,359	0	248
Cimarron	Broomfield	CO	4,541	863	2,790	0	584
Golden Terrace	Golden	CO	4,246	826	2,415	0	720
Golden Terrace South	Golden	CO	2,400	750	2,265	0	617
Golden Terrace West	Golden	CO	8,328	1,694	5,065	0	1,011
Hillcrest Village	Aurora	CO	10,504	1,912	5,202	289	2,397
Holiday Hills	Denver	CO	14,746	2,159	7,780	0	3,819
Holiday Village CO	Co. Springs	CO	3,471	567	1,759	0	912
Pueblo Grande	Pueblo	CO	1,867	241	1,069	0	432
Woodland Hills	Denver	CO	7,390	1,928	4,408	0	2,407
Aspen Meadows	Rehoboth Beach	DE	5,620	1,148	3,460	0	338
Camelot Meadows	Rehoboth Beach	DE	7,304	527	2,058	1,251	3,719
Mariners Cove	Millsboro	DE	16,452	990	2,971	0	3,909
McNicol	Rehoboth Beach	DE	2,710	563	1,710	0	72
Sweetbriar	Rehoboth Beach	DE	3,040	498	1,527	0	377
Waterford Estates	Bear	DE	30,954	5,250	16,202	0	614
Whispering Pines	Lewes	DE	9,871	1,536	4,609	0	1,005

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Lamplighter	Spring Valley	CA	633	2,876	3,509	(1,853)	1983
Las Palmas	Rialto	CA		3,886	5,181	(76)	2004
Meadowbrook	Santee	CA	4,345	14,050	18,395	(3,073)	1998
Monte del Lago	Castroville	CA	3,150	10,933	14,083	(2,612)	1997
Quail Meadows	Riverbank	CA	1,155	3,762	4,917	(844)	1998
Nicholson Plaza	San Jose	CA	0	4,584	4,584	(1,126)	1997
Pacific Dunes Ranch	California Central Coast	CA	1,940	5,659	7,599	(178)	2004
Parque La Quinta	Rialto	CA	1,799	5,405	7,204	(197)	2004
Rancho Mesa	El Cajon	CA	2,130	6,638	8,768	(1,453)	1998
Rancho Valley	El Cajon	CA	685	2,696	3,381	(1,633)	1983
Royal Holiday	Hemet	CA	778	3,017	3,795	(606)	1998
Royal Oaks	Visalia	CA	602	2,202	2,804	(554)	1997
DeAnza Santa Cruz	Santa Cruz	CA	2,103	7,518	15,012	(2,553)	1994
Santiago Estates	Sylmar	CA	3,562	11,536	15,098	(2,710)	1998
Sea Oaks	Los Osos	CA	871	2,970	3,841	(720)	1997
Sunshadow	San Jose	CA	0	5,844	5,844	(1,464)	1997
Tahoe Valley Campground	Lake Tahoe	CA	1,357	4,083	5,440	(124)	2004
Village of Four Seasons	San Jose	CA	5,229	15,732	20,961	(349)	2004
Westwinds (4 properties)	San Jose	CA	0	22,732	22,732	(5,844)	1997
Bear Creek	Sheridan	CO	1,100	3,607	4,707	(833)	1998
Cimarron	Broomfield	CO	863	3,374	4,237	(2,227)	1983
Golden Terrace	Golden	CO	826	3,135	3,961	(1,868)	1983
Golden Terrace South	Golden	CO	750	2,882	3,632	(717)	1997
Golden Terrace West	Golden	CO	1,694	6,076	7,770	(3,399)	1986
Hillcrest Village	Aurora	CO	2,201	7,599	9,800	(4,843)	1983
Holiday Hills	Denver	CO	2,159	11,599	13,758	(7,158)	1983
Holiday Village CO	Co. Springs	CO	567	2,671	3,238	(1,583)	1983
Pueblo Grande	Pueblo	CO	241	1,501	1,742	(968)	1983
Woodland Hills	Denver	CO	1,928	6,815	8,743	(2,522)	1994
Aspen Meadows	Rehoboth Beach	DE	1,148	3,798	4,946	(894)	1998

Camelot Meadows	Rehoboth Beach	DE	1,778	5,777	7,555	(1,318)	1998
Mariners Cove	Millsboro	DE	990	6,880	7,870	(2,868)	1987
McNicol	Rehoboth Beach	DE	563	1,782	2,345	(410)	1998
Sweetbriar	Rehoboth Beach	DE	498	1,904	2,402	(496)	1998
Waterford Estates	Bear	DE	5,250	16,816	22,066	(3,037)	1996
Whispering Pines	Lewes	DE	1,536	5,614	7,150	(2,844)	1998

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Maralago Cay	Lantana	FL	21,600	5,325	15,420	0	3,073
Barrington Hills	Port Richey	FL	3,220	1,145	3,437	0	0
Bay Indies	Venice	FL	43,662	10,483	31,559	10	3,482
Bay Lake Estates	Nokomis	FL	3,807	990	3,390	0	951
Breezy Hill	Pompano Beach	FL	10,065	5,510	16,555	0	112
Buccaneer	N. Ft. Myers	FL	14,140	4,207	14,410	0	1,183
Bulow Village Resort	Flagler Beach	FL	0	0	228	0	56
Bulow Village	Flagler Beach	FL	10,268	3,637	949	0	5,458
Carefree Cove	Fort Lauderdale	FL	4,777	1,741	5,170	0	79
Carriage Cove	Daytona Beach	FL	8,010	2,914	8,682	0	788
Coachwood	Leesburg	FL	4,238	1,607	4,822	0	19
Coral Cay	Margate	FL	20,874	5,890	20,211	0	3,129
Coquina	St Augustine	FL	0	5,286	5,545	0	8,856
Meadows at Countrywood	Plant City	FL	18,273	4,514	13,175	0	3,869
Country Place	New Port Richey	FL	8,346	663	0	18	7,106
Country Side North	Vero Beach	FL	17,328	3,711	11,133	0	1,663
Crystal Isles	Crystal River	FL	2,832	926	2,787	0	5
Down Yonder	Largo	FL	7,707	2,652	7,981	0	69
East Bay Oaks	Largo	FL	5,493	1,240	3,322	0	563
Eldorado Village	Largo	FL	3,946	778	2,341	0	563
Fort Myers Beach Resort	Fort Myers Beach	FL	4,428	1,493	4,480	0	1
Glen Ellen	Clearwater	FL	2,395	627	1,882	0	26
Grand Island	Grand Island	FL	0	1,723	5,208	125	2,606
Gulf Air Resort	Fort Myers Beach	FL	4,021	1,609	4,830	0	13
Gulf View	Punta Gorda	FL	1,698	717	2,158	0	3
Hacienda Village	New Port Richey	FL	9,842	4,362	13,088	0	454
Harbor Lakes	Port Charlotte	FL	8,997	3,384	10,154	0	17
Harbor View	New Port Richey	FL	7,932	4,045	12,146	0	54
Heritage Village	Vero Beach	FL	13,520	2,403	7,259	0	690
Highland Wood	Pompano Beach	FL	2,358	1,043	3,130	0	10
Hillcrest	Clearwater	FL	4,236	1,278	3,928	0	750
Holiday Ranch	Largo	FL	3,785	925	2,866	0	227
Holiday Village FL	Vero Beach	FL	0	350	1,374	0	139
Holiday Village	Ormond Beach	FL	6,972	2,610	7,837	0	121
Indian Oaks	Rockledge	FL	4,389	1,089	3,376	0	728
Lake Fairways	N. Ft. Myers	FL	30,460	6,075	18,134	35	1,443

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Maralago Cay	Lantana	FL	5,325	18,493	23,818	(4,258)	1997
Barrington Hills - Sunburst	Port Richey	FL	1,145	3,437	4,582	(105)	2004
Bay Indies	Venice	FL	10,493	35,041	45,534	(12,148)	1994
Bay Lake Estates	Nokomis	FL	990	4,341	5,331	(1,455)	1994
Breezy Hill	Pompano Beach	FL	5,510	16,667	22,177	(1,294)	2002
Buccaneer	N. Ft. Myers	FL	4,207	15,593	19,800	(5,350)	1994
Bulow Village Resort	Flagler Beach	FL	0	284	284	(51)	2001
Bulow Village	Flagler Beach	FL	3,637	6,407	10,044	(1,391)	1994
Carefree Cove	Fort Lauderdale	FL	1,741	5,249	6,990	(119)	2004
Carriage Cove	Daytona Beach	FL	2,914	9,470	12,384	(2,292)	1998
Coachwood	Leesburg	FL	1,607	4,841	6,448	(148)	2004
Coral Cay	Margate	FL	5,890	23,340	29,230	(7,538)	1994
Coquina	St Augustine	FL	5,286	14,401	19,687	(1,571)	1999
Meadows at Countrywood	Plant City	FL	4,514	17,044	21,558	(3,540)	1998
Country Place	New Port Richey	FL	681	7,106	7,787	(2,834)	1986
Country Side North	Vero Beach	FL	3,711	12,796	16,507	(3,154)	1998
Crystal Isles - Encore	Crystal River	FL	926	2,792	3,718	(85)	2004
Down Yonder	Largo	FL	2,652	8,050	10,702	(631)	1998
East Bay Oaks	Largo	FL	1,240	3,885	5,125	(2,579)	1983
Eldorado Village	Largo	FL	778	2,904	3,682	(1,850)	1983
Fort Myers Beach Resort	Fort Myers Beach	FL	1,493	4,481	5,974	(137)	2004
Glen Ellen	Clearwater	FL	627	1,908	2,535	(135)	2002
Grand Island	Grand Island	FL	1,848	7,814	9,662	(868)	2001
Gulf Air Resort - Sunburst	Fort Myers Beach	FL	1,609	4,843	6,452	(148)	2004
Gulf View - Encore	Punta Gorda	FL	717	2,161	2,878	(66)	2004
Hacienda Village	New Port Richey	FL	4,362	13,542	17,904	(922)	2002
Harbor Lakes - Encore	Port Charlotte	FL	3,384	10,171	13,555	(310)	2004
Harbor View	New Port Richey	FL	4,045	12,200	16,245	(954)	2002
Heritage Village	Vero Beach	FL	2,403	7,949	10,352	(2,769)	1994
Highland Wood	Pompano Beach	FL	1,043	3,140	4,183	(243)	2002
Hillcrest	Clearwater	FL	1,278	4,678	5,956	(1,195)	1998

Holiday Ranch	Largo	FL	925	3,093	4,018	(747)	1998
Holiday Village FL	Vero Beach	FL	350	1,513	1,863	(389)	1998
Holiday Village	Ormond Beach	FL	2,610	7,958	10,568	(621)	2002
Indian Oaks	Rockledge	FL	1,089	4,104	5,193	(1,051)	1998
Lake Fairways	N. Ft. Myers	FL	6,110	19,577	25,687	(6,537)	1994

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Lake Haven	Dunedin	FL	8,109	1,135	4,047	0	2,384
Lake Magic	Orlando	FL	2,818	1,595	4,793	0	45
Lakewood Village	Melbourne	FL	9,818	1,862	5,627	0	716
Lazy Lakes	Florida Keys	FL	2,048	816	2,449	0	3
Lighthouse Pointe	Port Orange	FL	12,535	2,446	7,483	23	894
Manatee	Sarasota North	FL	5,244	2,300	6,903	0	20
Mid-Florida Lakes	Leesburg	FL	22,639	5,997	20,635	0	5,070
Oak Bend	Ocala	FL	5,772	850	2,572	0	866
Park City West	Fort Lauderdale	FL	7,613	4,187	12,561	0	11
Pasco	Tampa North	FL	3,072	1,494	4,484	0	2
Pickwick	Port Orange	FL	10,280	2,803	8,870	0	490
Pine Lakes	N. Ft. Myers	FL	31,055	6,306	14,579	21	5,447
Pioneer Village	N. Ft. Myers	FL	10,379	4,116	12,353	0	39
Royal Coachman	Nokomis	FL	15,140	5,321	15,978	0	19
Shangri La	Largo	FL	4,496	1,730	5,200	0	36
Sherwood Forest	Kissimmee	FL	27,103	4,852	14,596	0	3,775
Sherwood Forest Resort	Kissimmee	FL	0	2,870	3,621	568	1,409
Silk Oak	Clearwater	FL	3,771	1,670	5,028	0	65
Silver Dollar	Odessa	FL	9,171	4,107	12,431	0	67
Sixth Ave	Zephryhills	FL	2,260	839	2,518	0	8
Southernaire	Mt. Dora	FL	2,092	798	2,395	0	10
Southern Palms	Eustis	FL	5,652	2,169	5,884	0	1,531
Spanish Oaks	Ocala	FL	7,008	2,250	6,922	0	877
Sunshine Key	Florida Keys	FL	16,522	5,273	15,822	0	23
Sunshine Holiday	Daytona Beach	FL	6,667	2,001	6,004	0	15
Sunshine Holiday RV & MHP	Fort Lauderdale	FL	8,509	3,099	9,286	0	18
Sunshine Travel	Vero Beach	FL	4,404	1,603	4,813	0	31
Oaks at Countrywood	Plant City	FL	1,300	1,111	2,513	-265	1,475
Terra Ceia	Palmetto	FL	2,528	967	2,905	0	15
The Heritage	N. Ft. Myers	FL	9,663	1,438	4,371	346	3,317
The Lakes at Countrywood	Plant City	FL	9,712	2,377	7,085	0	862
The Meadows, FL	Palm Beach Gardens	FL	6,049	3,229	9,870	0	1,145
Toby's	Arcadia	FL	3,391	1,093	3,280	0	17
Topics RV	Spring Hill	FL	2,235	853	2,568	0	2
Tropical Palms	Kissimmee	FL	19,595	5,677	17,071	0	127
Vacation Village	St. Petersburg	FL	2,528	1,315	3,946	0	3

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Lake Haven	Dunedin	FL	1,135	6,431	7,566	(3,292)	1983
Lake Magic	Orlando	FL	1,595	4,838	6,433	(146)	2004
Lakewood Village	Melbourne	FL	1,862	6,343	8,205	(2,212)	1994
Lazy Lakes	Florida Keys	FL	816	2,452	3,268	(75)	2004
Lighthouse Pointe	Port Orange	FL	2,469	8,377	10,846	(2,033)	1998
Manatee	Sarasota North	FL	2,300	6,923	9,223	(211)	2004
Mid-Florida Lakes	Leesburg	FL	5,997	25,705	31,702	(8,117)	1994
Oak Bend	Ocala	FL	850	3,438	4,288	(1,243)	1993
Park City West	Fort Lauderdale	FL	4,187	12,572	16,759	(384)	2004
Pasco	Tampa North	FL	1,494	4,486	5,980	(137)	2004
Pickwick	Port Orange	FL	2,803	9,360	12,163	(2,160)	1998
Pine Lakes	N. Ft. Myers	FL	6,327	20,026	26,353	(6,580)	1994
Pioneer Village	N. Ft. Myers	FL	4,116	12,392	16,508	(377)	2004
Royal Coachman	Nokomis	FL	5,321	15,997	21,318	(488)	2004
Shangri La	Largo	FL	1,730	5,236	6,966	(159)	2004
Sherwood Forest	Kissimmee	FL	4,852	18,371	23,223	(4,055)	1998
Sherwood Forest Resort	Kissimmee	FL	3,438	5,030	8,468	(1,101)	1998
Silk Oak	Clearwater	FL	1,670	5,093	6,763	(355)	2002
Silver Dollar	Odessa	FL	4,107	12,498	16,605	(376)	2004
Sixth Ave	Zephryhills	FL	839	2,526	3,365	(91)	2004
Southernaire	Mt. Dora	FL	798	2,405	3,203	(74)	2004
Southern Palms	Eustis	FL	2,169	7,415	9,584	(1,690)	1998
Spanish Oaks	Ocala	FL	2,250	7,799	10,049	(2,834)	1993
Sunshine Key	Florida Keys	FL	5,273	15,845	21,118	(483)	2004
Sunshine Holiday	Daytona Beach	FL	2,001	6,019	8,020	(183)	2004
Sunshine Holiday RV & MHP	Fort Lauderdale	FL	3,099	9,304	12,403	(180)	2004
Sunshine Travel	Vero Beach	FL	1,603	4,844	6,447	(147)	2004
Oaks at Countrywood	Plant City	FL	846	3,988	4,834	(698)	1998

Terra Ceia	Palmetto	FL	967	2,920	3,887	(90)	2004
The Heritage	N. Ft. Myers	FL	1,784	7,688	9,472	(2,475)	1993
The Lakes at Countrywood	Plant City	FL	2,377	7,947	10,324	(1,049)	2001
The Meadows, FL	Palm Beach Gardens	FL	3,229	11,015	14,244	(2,089)	1999
Toby's	Arcadia	FL	1,093	3,297	4,390	(120)	2003
Topics RV	Spring Hill	FL	853	2,570	3,423	(79)	2004
Tropical Palms	Kissimmee	FL	5,677	17,198	22,875	(500)	2004
Vacation Village	St. Petersburg	FL	1,315	3,949	5,264	(121)	2004

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Windmill Manor	Bradenton	FL	7,958	2,153	6,125	0	1,137
Windmill Village - Ft. Myers	N. Ft. Myers	FL	8,700	1,417	5,440	0	1,260
Winds of St. Armands North (fka Windmill North)	Sarasota	FL	8,842	1,523	5,063	0	1,663
Winds of St. Armands South (fka Windmill South)	Sarasota	FL	5,464	1,106	3,162	0	830
Five Seasons	Cedar Rapids	IA	0	1,053	3,436	0	679
Holiday Village, IA	Sioux City	IA	0	313	3,744	0	520
Golf Vistas	Monee	IL	14,577	2,843	4,719	0	5,948
O'Connell's	Amboy	IL	4,955	1,658	4,974	0	148
Willow Lake Estates	Elgin	IL	22,129	6,138	21,033	0	3,816
Forest Oaks (fka BurnsHarbor)	Chesterton	IN	0	916	2,909	0	1,740
Lakeside	New Carlisle	IN	0	426	1,281	0	12
Oak Tree Village	Portage	IN	4,476	0	0	569	3,607
Windsong	Indianapolis	IN	0	1,482	4,480	0	192
Creekside	Wyoming	MI	3,760	1,109	3,646	0	113
Casa Village	Billings	MT	11,040	1,011	3,109	157	3,471
Waterway RV Resort	Cedar Point	NC	6,226	2,392	7,185	0	3
Goose Creek Resort	Newport	NC	12,491	4,612	13,848	0	814
Twin Lakes	Chocowinity	NC	3,739	1,719	3,361	0	19
Del Rey	Albuquerque	NM	0	1,926	5,800	0	727
Bonanza	Las Vegas	NV	4,861	908	2,643	0	984
Boulder Cascade	Las Vegas	NV	8,871	2,995	9,020	0	1,136
Cabana	Las Vegas	NV	9,245	2,648	7,989	0	301
Flamingo West	Las Vegas	NV	10,647	1,730	5,266	0	1,273
Villa Borega	Las Vegas	NV	7,011	2,896	8,774	0	592
Greenwood Village	Manorville	NY	17,468	3,667	9,414	484	3,542
Falcon Wood Village	Eugene	OR	5,200	1,112	3,426	0	213
Quail Hollow	Fairview	OR	0	0	3,249	0	226
Shadowbrook	Clackamas	OR	6,320	1,197	3,693	0	165
Mt. Hood Village	Welches	OR	0	1,817	5,733	0	-302
Green Acres	Breinigsville	PA	13,908	2,680	7,479	0	2,817
Spring Gulch	New Holland	PA	4,819	1,593	4,795	0	6
Country Sunshine	Weslaco	TX	2,266	627	1,881	0	5
Fun n Sun	San Benito	TX	0	2,533	0	417	9,828
Lakewood	Harlingen	TX	1,227	325	979	0	2

Real Estate	Location		Gross Amount Carried at Close of Period 12/31/04: Land	Gross Amount Carried at Close of Period 12/31/04: Depreciable Property	Gross Amount Carried at Close of Period 12/31/04: Total	Accumulated Depreciation	Date of Acquisition
Windmill Manor	Bradenton	FL	2,153	7,262	9,415	(1,603)	1998
Windmill Village - Ft. Myers	N. Ft. Myers	FL	1,417	6,700	8,117	(4,379)	1983
Winds of St. Armands North (fka Windmill North)	Sarasota	FL	1,523	6,726	8,249	(3,936)	1983
Winds of St. Armands South (fka Windmill South)	Sarasota	FL	1,106	3,992	5,098	(2,443)	1983
Five Seasons	Cedar Rapids	IA	1,053	4,115	5,168	(1,222)	1998
Holiday Village, IA	Sioux City	IA	313	4,264	4,577	(2,553)	1986
Golf Vistas	Monee	IL	2,843	10,667	13,510	(2,126)	1997
O'Connell's	Amboy	IL	1,658	5,122	6,780	(173)	2004
Willow Lake Estates	Elgin	IL	6,138	24,849	30,987	(8,048)	1994
Forest Oaks (fka Burns Harbor)	Chesterton	IN	916	4,649	5,565	(1,912)	1993
Lakeside	New Carlisle	IN	426	1,293	1,719	(40)	2004
Oak Tree Village	Portage	IN	569	3,607	4,176	(1,772)	1987
Windsong	Indianapolis	IN	1,482	4,672	6,154	(1,278)	1998
Creekside	Wyoming	MI	1,109	3,759	4,868	(896)	1998
Casa Village	Billings	MT	1,168	6,580	7,748	(3,130)	1983
Waterway RV Resort	Cedar Point	NC	2,392	7,188	9,580	(221)	2004
Goose Creek Resort	Newport	NC	4,612	14,662	19,274	(437)	2004
Twin Lakes	Chocowinity	NC	1,719	3,380	5,099	(105)	2004
Del Rey	Albuquerque	NM	1,926	6,527	8,453	(2,602)	1993
Bonanza	Las Vegas	NV	908	3,627	4,535	(2,238)	1983
Boulder Cascade	Las Vegas	NV	2,995	10,156	13,151	(2,315)	1998
Cabana	Las Vegas	NV	2,648	8,290	10,938	(2,936)	1994
Flamingo West	Las Vegas	NV	1,730	6,539	8,269	(2,092)	1994
Villa Borega	Las Vegas	NV	2,896	9,366	12,262	(2,266)	1997
Greenwood Village	Manorville	NY	4,151	12,956	17,107	(2,609)	1998
Falcon Wood Village	Eugene	OR	1,112	3,639	4,751	(902)	1997
Quail Hollow	Fairview	OR	0	3,475	3,475	(861)	1997

Shadowbrook	Clackamas	OR	1,197	3,858	5,055	(1,004)	1997
Mt. Hood Village	Welches	OR	1,817	5,431	7,248	(564)	2002
Green Acres	Breinigsville	PA	2,680	10,296	12,976	(5,077)	1988
Spring Gulch	New Holland	PA	1,593	4,801	6,394	(163)	2004
Country Sunshine	Weslaco	TX	627	1,886	2,513	(57)	2004
Fun n Sun	San Benito	TX	2,950	9,828	12,778	(2,123)	1998
Lakewood	Harlingen	TX	325	981	1,306	(30)	2004

SCHEDULE III
EQUITY LIFESTYLE PROPERTIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2004
(AMOUNTS IN THOUSANDS)

				Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)	
Real Estate	Location		Encumbrances	Land	Depreciable Property	Land	Depreciable Property
Paradise Park	Rio Grande Valley	TX	5,430	1,568	4,705	0	4
Paradise South	Mercedes	TX	1,619	448	1,345	0	5
Southern Comfort	Weslaco	TX	2,590	1,108	3,323	0	2
Sunshine RV	Harlingen	TX	4,792	1,494	4,484	0	3
Tropic Winds	Harlingen	TX	0	1,221	3,809	0	101
All Seasons	Salt Lake City	UT	3,491	510	1,623	0	211
Westwood Village	Farr West	UT	7,493	1,346	4,179	0	1,163
Meadows of Chantilly	Chantilly	VA	27,494	5,430	16,440	0	3,781
Kloshe Illahee	Federal Way	WA	6,084	2,408	7,286	0	277
Caledonia	Caledonia	WI	0	376	1,127	0	0
Freemont	Freemont	WI	4,300	1,432	4,296	0	0
Yukon Trails	Lyndon Station	WI	0	547	1,629	0	13
Thousand Trails			0	48,537	113,253	0	0
Realty Systems, Inc.			0	0	0	0	4,632
Management Business			0	0	436	0	9,424
			1,417,251	$466,556	$1,361,519	$4,031	$203,684

			Gross Amount Carried at Close of Period 12/31/04				
Real Estate	Location		Land	Depreciable Property	Total	Accumulated Depreciation	Date of Acquisition
Paradise Park	Rio Grande Valley	TX	1,568	4,709	6,277	(144)	2004
Paradise South - Encore	Mercedes	TX	448	1,350	1,798	(41)	2004
Southern Comfort	Weslaco	TX	1,108	3,325	4,433	(102)	2004
Sunshine RV - Encore	Harlingen	TX	1,494	4,487	5,981	(137)	2004
Tropic Winds	Harlingen	TX	1,221	3,910	5,131	(329)	2002
All Seasons	Salt Lake City	UT	510	1,834	2,344	(491)	1997
Westwood Village	Farr West	UT	1,346	5,342	6,688	(1,369)	1997
Meadows of Chantilly	Chantilly	VA	5,430	20,221	25,651	(6,764)	1994
Kloshe Illahee	Federal Way	WA	2,408	7,563	9,971	(1,846)	1997
Caledonia	Caledonia	WI	376	1,127	1,503	0	2004
Freemont	Freemont	WI	1,432	4,296	5,728	0	2004
Yukon Trails	Lyndon Station	WI	547	1,642	2,189	(10)	2004
Thousand Trails			48,537	113,253	161,790	(629)	2004
Realty Systems, Inc.			0	4,632	4,632	(2)	2002
Management Business			0	9,860	9,860	(10,359)	1990
			$470,587	$1,565,203	$2,035,790	($322,867)	

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.

(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 $21.3 million as of December 31, 2004.

(4) The aggregate cost of land and depreciable property for Federal income tax purposes was approximately $2.0 billion, as of December 31, 2004.

(5) All Properties were acquired, except for Country Place Village, which was constructed.

SCHEDULE III
EQUITY LIFESTYLE PROPERTIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2004
(AMOUNTS IN THOUSANDS)

The changes in total real estate for the years ended December 31, 2004, 2003 and 2002 were as follows:

	2004	2003	2002
Balance, beginning of year ...	$1,309,705	$1,296,007	$1,238,138
Acquisitions (1)	702,538	12,116	107,138
Improvements	27,082	15,569	24,491
Dispositions and other.....	(3,535)	(13,987)	(73,760)
Balance, end of year	$2,035,790	$1,309,705	$1,296,007

(1) Acquisitions for the year ended December 31, 2004 include the non-cash assumption by the Company of $347 million of mortgage debt.

The changes in accumulated depreciation for the years ended December 31, 2004, 2003 and 2002 were as follows:

	2004	2003	2002
Balance, beginning of year ...	$272,497	$238,098	$211,878
Depreciation expense	51,703	39,409	37,188
Dispositions and other	(1,333)	(5,010)	(10,968)
Balance, end of year	$322,867	$272,497	$238,098

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 333-68473, No. 333-28469, No. 333-25295, and No. 33-76486, and Form S-3 No. 333-66550, No. 333-90813, No. 333-65515, No. 333-25297, No. 333-1710, No. 33-82902 and No. 33-97288) of Equity Lifestyle Properties, Inc., and in the related Prospectuses, of our reports dated March 24, 2005 with respect to the consolidated financial statements and schedules of Equity Lifestyle Properties, Inc., Equity Lifestyle Properties, Inc.'s management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financing reporting of Equity Lifestyle Properties, Inc., included in this Annual Report (Form 10-K/A) for the year ended December 31, 2004.

ERNST & YOUNG, LLP

Chicago, Illinois
March 24, 2005

EXHIBIT 31.1

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael B. Berman, certify that:

1. I have reviewed this annual report on Form 10-K/A of Equity Lifestyle Properties, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2005

By: /s/ Michael B. Berman

Michael B. Berman
Vice President, Treasurer and
Chief Financial Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas P. Heneghan, certify that:

1. I have reviewed this annual report on Form 10-K/A of Equity Lifestyle Properties, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2005

By: /s/ Thomas P. Heneghan

Thomas P. Heneghan

President and Chief Executive Officer

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Annual Report on Form 10-K/A of Equity Lifestyle Properties, Inc. for the year ended December 31, 2004 (the "Annual Report"), I, Michael B. Berman, Vice President, Treasurer and Chief Financial Officer of Equity Lifestyle Properties, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Annual Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of Equity Lifestyle Properties, Inc.

Date: March 31, 2005

By: /s/ Michael B. Berman

Michael B. Berman
Vice President, Treasurer
and Chief Financial Officer

A SIGNED ORIGINAL OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906 HAS BEEN PROVIDED TO EQUITY LIFESTYLE PROPERTIES, INC. AND WILL BE RETAINED BY EQUITY LIFESTYLE PROPERTIES, INC. AND FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION OR ITS STAFF UPON REQUEST.

EXHIBIT 32.2

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Annual Report on Form 10-K/A of Equity Lifestyle Properties, Inc. for the year ended December 31, 2004 (the "Annual Report"), I, Thomas P. Heneghan, President and Chief Executive Officer of Equity Lifestyle Properties, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Annual Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of Equity Lifestyle Properties, Inc.

Date: March 31, 2005

By: /s/ Thomas P. Heneghan

Thomas P. Heneghan
President and Chief Executive Officer

A SIGNED ORIGINAL OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906 HAS BEEN PROVIDED TO EQUITY LIFESTYLE PROPERTIES, INC. AND WILL BE RETAINED BY EQUITY LIFESTYLE PROPERTIES, INC. AND FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION OR ITS STAFF UPON REQUEST.