

SCHEDULE 13G

(RULE 13d-102)

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.1)*

Manufactured Home Communities, Inc.

(Name of Issuer)

Common Stock, par value \$.01

(Title of Class of Securities)

564682 10 2

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

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

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

3 SEC Use Only

4 Citizenship or Place of Organization
 USA

Number of	5	Sole Voting Power
Shares		169,383
Beneficially	6	Shared Voting Power
Owned by		1,268,847
Each	7	Sole Dispositive Power
Reporting		169,383
Person With	8	Shared Dispositive Power
		1,268,847

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 1,438,230

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

11 Percent of Class Represented by Amount in Row (9)
 5.3% (5.0% assuming conversion of all Reporting Persons' derivative securities)

12 Type of Reporting Person (See Instructions)
 IN

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)
Samuel Zell Revocable Trust u/t/a 1/17/90
###-##-####

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

3 SEC Use Only

4 Citizenship or Place of Organization
Illinois

Number of	5	Sole Voting Power
Shares		
Beneficially	6	Shared Voting Power
Owned by		1,268,847
Each	7	Sole Dispositive Power
Reporting	8	Shared Dispositive Power
Person With		1,268,847

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,268,847

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

11 Percent of Class Represented by Amount in Row (9)
4.7% (4.4% assuming conversion of all Reporting Persons' derivative
securities)

12 Type of Reporting Person (See Instructions)
00

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)
Samstock/SZRT, L.L.C.
###-##-####

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

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of	5	Sole Voting Power
Shares		
Beneficially	6	Shared Voting Power
Owned by		307,774
Each	7	Sole Dispositive Power
Reporting	8	Shared Dispositive Power
Person With		307,774

9 Aggregate Amount Beneficially Owned by Each Reporting Person
307,774

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

11 Percent of Class Represented by Amount in Row (9)
1.2% (1.1% assuming conversion of all Reporting Persons' derivative
securities)

12 Type of Reporting Person (See Instructions)
00

1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only) Samstock/ZGPI, L.L.C. 36-3716786

2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC Use Only

4	Citizenship or Place of Organization Delaware

	Number of
	Shares
	5 Sole Voting Power

	Beneficially
	6 Shared Voting Power
	6,003

	Owned by
	7 Sole Dispositive Power

	Each
	8 Shared Dispositive Power

	Reporting
	Person With
	6,003

9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,003

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> (See Instructions)

11	Percent of Class Represented by Amount in Row (9) .02% (.02% assuming conversion of all Reporting Persons' derivative securities)

12	Type of Reporting Person (See Instructions) 00

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)
Samstock L.L.C.
36-4156890

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

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of	5	Sole Voting Power
Shares		
Beneficially	6	Shared Voting Power
Owned by		947,665
Each	7	Sole Dispositive Power
Reporting	8	Shared Dispositive Power
Person With		947,665

9 Aggregate Amount Beneficially Owned by Each Reporting Person
947,665

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

11 Percent of Class Represented by Amount in Row (9)
3.5% (3.3% assuming conversion of all Reporting Persons' derivative
securities)

12 Type of Reporting Person (See Instructions)
00

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
 (Entities Only)
 Samstock/ZFT, L.L.C.
 36-30229676

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

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

Number of	5	Sole Voting Power
Shares		

Beneficially	6	Shared Voting Power 187,278
Owned by		

Each	7	Sole Dispositive Power
Reporting		

Person With	8	Shared Dispositive Power 187,278
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9 Aggregate Amount Beneficially Owned by Each Reporting Person
 187,278

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

11 Percent of Class Represented by Amount in Row (9)
 .7% (.6% assuming conversion of all Reporting Persons' derivative
 securities)

12 Type of Reporting Person (See Instructions)
 PN

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

2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC Use Only

4	Citizenship or Place of Organization Illinois

	Number of
	5
	Sole Voting Power

	Shares
	Beneficially
	6
	Shared Voting Power
	579,873

	Owned by
	7
	Sole Dispositive Power

	Each
	Reporting
	8
	Shared Dispositive Power

	Person With
	579,873

9	Aggregate Amount Beneficially Owned by Each Reporting Person 579,873

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> (See Instructions)

11	Percent of Class Represented by Amount in Row (9) 2.1% (2.0% assuming conversion of all Reporting Persons' derivative securities)

12	Type of Reporting Person (See Instructions) CO

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
 (Entities Only)
 EGIL Investments, Inc.
 36-4175555

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

3 SEC Use Only

4 Citizenship or Place of Organization
 Illinois

Number of
 Shares 5 Sole Voting Power

Beneficially 6 Shared Voting Power
 579,873

Owned by
 Each 7 Sole Dispositive Power

Reporting
 Person With 8 Shared Dispositive Power
 579,873

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 579,873

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

11 Percent of Class Represented by Amount in Row (9)
 2.1% (2.0% assuming conversion of all Reporting Persons' derivative
 securities)

12 Type of Reporting Person (See Instructions)
 CO

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

2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC Use Only

4	Citizenship or Place of Organization USA

	Number of
	Shares
	5 Sole Voting Power

	Beneficially
	6 Shared Voting Power
	1,398,876

	Owned by
	7 Sole Dispositive Power
	Each

	Reporting
	8 Shared Dispositive Power
	Person With
	1,398,876

9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,398,876

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> (See Instructions)

11	Percent of Class Represented by Amount in Row (9) 5.0% (4.8% assuming conversion of all Reporting Persons' derivative securities)

12	Type of Reporting Person (See Instructions) IN

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)
Anda Partnership
88-0132846

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

3 SEC Use Only

4 Citizenship or Place of Organization
Nevada

Number of	5	Sole Voting Power
Shares		
Beneficially	6	Shared Voting Power
Owned by		233,694
Each	7	Sole Dispositive Power
Reporting	8	Shared Dispositive Power
Person With		233,694

9 Aggregate Amount Beneficially Owned by Each Reporting Person
233,694

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

11 Percent of Class Represented by Amount in Row (9)
.9% (.8% assuming conversion of all Reporting Persons' derivative
securities)

12 Type of Reporting Person (See Instructions)
PN

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)
LFT Partnership
36-6527526

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

3 SEC Use Only

4 Citizenship or Place of Organization
Illinois

Number of	5	Sole Voting Power
Shares		
Beneficially	6	Shared Voting Power
Owned by		5,436
Each	7	Sole Dispositive Power
Reporting	8	Shared Dispositive Power
Person With		5,436

9 Aggregate Amount Beneficially Owned by Each Reporting Person
5,436

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

11 Percent of Class Represented by Amount in Row (9)
.02% (.02% assuming conversion of all Reporting Persons' derivative
securities)

12 Type of Reporting Person (See Instructions)
PN

1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only) Sheli Z. Rosenberg ###-##-####

2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC Use Only

4	Citizenship or Place of Organization USA

	Number of
	Shares
	5 Sole Voting Power 114,184

	Beneficially
	6 Shared Voting Power 2,294,689

	Owned by
	7 Sole Dispositive Power 114,184

	Each
	8 Shared Dispositive Power

	Reporting
	Person With 2,294,689

9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,398,873

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> (See Instructions)

11	Percent of Class Represented by Amount in Row (9) 8.4% (8.3% assuming conversion of all Reporting Persons' derivative securities)

12	Type of Reporting Person (See Instructions) IN

1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only) Sheli Z. Rosenberg ###-##-####

2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC Use Only

4	Citizenship or Place of Organization USA

	Number of
	Shares
	5 Sole Voting Power

	Beneficially
	6 Shared Voting Power
	1,393,440

	Owned by
	7 Sole Dispositive Power

	Each
	8 Shared Dispositive Power

	Reporting
	Person With
	1,393,440

9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,393,440

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> (See Instructions)

11	Percent of Class Represented by Amount in Row (9) 5.0% (4.8% assuming conversion of all Reporting Persons' derivative securities)

12	Type of Reporting Person (See Instructions) IN

1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only) Arthur A. Greenberg ###-##-####

2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC Use Only

4	Citizenship or Place of Organization USA

	Number of
	Shares
	5 Sole Voting Power 62,147

	Beneficially
	Owned by
	Each
	7 Shared Voting Power 2,107,411

	Reporting
	Person With
	8 Sole Dispositive Power 62,147

	8 Shared Dispositive Power 2,107,411

9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,169,558

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> (See Instructions)

11	Percent of Class Represented by Amount in Row (9) 7.7% (7.5% assuming conversion of all Reporting Persons' derivative securities)

12	Type of Reporting Person (See Instructions) PN

MANUFACTURED HOME COMMUNITIES, INC.
COMMON STOCK, PAR VALUE \$.01
CUSIP NUMBER 564682 10 2

ITEM 1(a). NAME OF ISSUER:

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

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

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

ITEM 2(a). NAME OF PERSON FILING:

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

Samuel Zell
Samuel Zell Revocable Trust u/t/a 1/17/90
Samstock/SZRT, L.L.C., a Delaware limited liability company
Samstock/ZGPI, L.L.C., a Delaware limited liability company
Samstock, L.L.C., a Delaware limited liability company
Samstock/ZFT, L.L.C., a Delaware limited liability company
EGI Holdings, Inc., an Illinois corporation
EGIL Investments, Inc., an Illinois corporation
Ann Lurie
Anda Partnership, a Nevada general partnership
LFT Partnership, an Illinois general partnership
Sheli Z. Rosenberg
Mark Slezak
Arthur A. Greenberg

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

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address for each Reporting Person is:
Two North Riverside Plaza
Chicago, Illinois 60606

ITEM 2(c). CITIZENSHIP:

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

Samuel Zell	USA
Samuel Zell Revocable Trust u/t/a 1/17/90	Illinois
Samstock/SZRT, L.L.C.	Delaware
Samstock/ZGPI, L.L.C.	Delaware
Samstock, L.L.C.	Delaware
Samstock/ZFT, L.L.C.	Delaware
EGI Holdings, Inc.	Illinois
EGIL Investments, Inc.	Illinois
Ann Lurie	USA
Anda Partnership	Nevada
LFT Partnership	Illinois
Sheli Z. Rosenberg	USA
Mark Slezak	USA
Arthur A. Greenberg	USA

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

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

ITEM 2(e). CUSIP NUMBER:

CUSIP Number is 564682 10 2

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A

Not applicable.

ITEM 4. OWNERSHIP:

This Issuer is the sole general partner of MHC Operating Limited Partnership, an Illinois limited partnership (the "Operating Partnership"). Certain of the Reporting Persons: Samstock/SZRT, L.L.C.; Samstock, L.L.C.; Samstock/ZFT, L.L.C.; EGI Holdings, Inc.; EGIL Investments, Inc.; Anda Partnership; LFT Partnership; Sheli Z. Rosenberg; and Arthur A. Greenberg are limited partners of the Operating Partnership. Each limited partner of the Operating

Partnership unit ("OP Units") is exchangeable, at the holder's option, on a one-for-one basis into a share of Common Stock. Amounts reported herein for each Reporting Person assume (i) the exchange of such Reporting Person's OP Units for shares of Common Stock and the exercise of options to purchase Common Stock, if applicable; and (ii) the exchange of all Reporting Persons' OP Units for shares of Common Stock and the exercise of all Reporting Persons' options to purchase Common Stock beneficially owned by the Reporting Persons.

Collectively, the Reporting Persons own 3,200,715 shares of Common Stock, or 11.1%, of the issued and outstanding shares of Common Stock (assuming the conversion of all OP Units and the exercise of all options to purchase shares of Common Stock beneficially owned by the Reporting Persons).

Samuel Zell has the sole power to vote and to direct the vote and the sole power to dispose and to direct the disposition of 169,383 shares of Common Stock (assuming the exercise of options to purchase 166,666 shares of Common Stock).

Sheli Z. Rosenberg has the sole power to vote or to direct the vote and the sole power to dispose and to direct the disposition of 114,184 shares of Common Stock (assuming the exchange of 11,530 OP Units and the exercise of options to purchase 83,999 shares of Common Stock).

Arthur A. Greenberg has the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of 62,147 shares of Common Stock (assuming the exchange of 8,314 OP Units and the exercise of options to purchase 53,833 shares of Common Stock).

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

SHARED POWER WITH SUCH REPORTING PERSON

Reporting Person ("RP")	Total Beneficially Owned by such RP	SHARED POWER WITH SUCH REPORTING PERSON					
		Samuel Zell	Ann Lurie	Sheli Z. Rosenberg	Mark Slezak	Arthur A. Greenberg	Samuel Zell Revocable Trust
Samuel Zell Revocable Trust	7,405	7,405	0	0	0	0	7,405
Samstock/SZRT, L.L.C	307,774(1)	307,774	0	0	0	0	307,774
Samstock/ZGPI, L.L.C	6,003	6,003	0	0	0	0	6,003
Samstock, L.L.C	947,665(2)	947,665	0	947,665	0	947,665	947,665
Samstock/ZFT, L.L.C	187,278(3)	0	0	187,278	0	0	0
EGI Holdings, Inc.	579,873(3)	0	579,873	579,873	579,873	579,873	0
EGIL Investments, Inc.	579,873(3)	0	579,873	579,873	579,873	579,873	0
Anda Partnership	233,694(3)	0	233,694	0	233,694	0	0
LFT Partnership	5,436(3)	0	5,436	0	0	0	0
TOTAL - SHARED VOTES:	2,855,001	1,268,847	1,398,876	2,294,689	1,393,440	2,107,411	1,268,847

SOLE POWER WITH RESPECT TO COMMON STOCK

	SOLE POWER WITH RESPECT TO COMMON STOCK						
	Samuel Zell	Ann Lurie	Sheli Z. Rosenberg	Mark Slezak	Arthur A. Greenberg	Samuel Zell Revocable Trust	
Samuel Zell	169,383	0	0	0	0	0	0
Ann Lurie	0	0	0	0	0	0	0
Sheli Rosenberg	114,184	0	114,184	0	0	0	0
Mark Slezak	0	0	0	0	0	0	0
Arthur A. Greenberg	62,147	0	0	0	62,147	0	0
TOTAL - SOLE VOTES:	345,714	169,383	114,184	0	62,147	0	0
TOTAL - SHARED AND	3,200,715	1,438,230	1,398,876	2,398,873	2,169,558	1,268,847	1,268,847
SOLE VOTES:	11.1%	5.0%	4.8%	8.3%	4.8%	7.5%	4.4%

(1) Includes 13,641 OP Units.

(2) Includes 601,665 OP Units.

(3) Represents OP Units.

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

Not applicable

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

Not applicable

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

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATE

Not applicable.

SIGNATURE

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

Date: February 16, 1999

SAMUEL ZELL REVOCABLE TRUST, u/t/a 1/17/90

By: /s/ Samuel Zell

Trustee

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

EGI HOLDINGS, INC., AN ILLINOIS CORPORATION

By: /s/ Sheli Z. Rosenberg

Its: Vice President

EGIL INVESTMENTS, INC., AN ILLINOIS CORPORATION

By: /s/ Mark Slezak

Its: Vice President

ANDA PARTNERSHIP, A NEVADA GENERAL PARTNERSHIP

By: Ann Only Trust, a general partner

By: /s/ Ann Lurie

Its: Co-Trustee

LFT PARTNERSHIP, AN ILLINOIS GENERAL PARTNERSHIP

By: Jesse Trust, a general partner

By: /s/ Ann Lurie

Its: Trustee

/s/ Samuel Zell

Samuel Zell

/s/ Ann Lurie

Ann Lurie

/s/ Sheli Z. Rosenberg

Sheli Z. Rosenberg

/s/ Arthur A. Greenberg

Arthur A. Greenberg

/s/ Mark Slezak

Mark Slezak

JOINT FILING AGREEMENT

AGREEMENT dated as February 16, 1999 among Samuel Zell Revocable Trust u/t/a 1/17/90; Samstock, L.L.C., a Delaware limited liability company; Samstock/SZRT, L.L.C., a Delaware limited liability company; Samstock/ZGPI, L.L.C., a Delaware limited liability company; Samstock/ZFT, L.L.C., a Delaware limited liability company; EGI Holdings, Inc., an Illinois corporation; EGIL Investments, Inc., an Illinois corporation; Anda Partnership, a Nevada general partnership; LFT Partnership, an Illinois general partnership; Samuel Zell; Ann Lurie; Sheli Z. Rosenberg; Arthur A. Greenberg; and Mark Slezak (collectively the "Reporting Persons").

WHEREAS, the Reporting Persons beneficially own or have the right to acquire shares of common stock \$0.1 par value, of Manufactured Home Communities, Inc., a Maryland corporation;

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

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

NOW, THEREFORE, the parties hereto agree as follows:

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

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

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

SAMUEL ZELL REVOCABLE TRUST u/t/a 1/17/90

By: /s/ Samuel Zell

Its: Trustee

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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

By: /s/ Sheli Z. Rosenberg

Its: Vice President

EGI HOLDINGS, INC., AN ILLINOIS CORPORATION

By: /s/ Sheli Z. Rosenberg

Its: Vice President

EGIL INVESTMENTS, INC., AN ILLINOIS CORPORATION

By: /s/ Mark Slezak

Its: Vice President

ANDA PARTNERSHIP, A NEVADA GENERAL PARTNERSHIP

By: Ann Only Trust, a general partner

By: /s/ Ann Lurie

Its: Co-Trustee

LFT PARTNERSHIP, AN ILLINOIS GENERAL PARTNERSHIP

By: Jesse Trust, a general partner

By: /s/ Ann Lurie

Its: Trustee

/s/ Samuel Zell

Samuel Zell

/s/ Ann Lurie

Ann Lurie

/s/ Sheli Z. Rosenberg

Sheli Z. Rosenberg

/s/ Arthur A. Greenberg

Arthur A. Greenberg

/s/ Mark Slezak

Mark Slezak