

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MANUFACTURED HOME COMMUNITIES, 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, CHICAGO, ILLINOIS 60606
(Address of Principal Executive Offices) (Zip Code)

MANUFACTURED HOME COMMUNITIES, INC.
1997 NON-QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plan)

ELLEN KELLEHER
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL
MANUFACTURED HOME COMMUNITIES, INC.
TWO NORTH RIVERSIDE PLAZA, SUITE 800
CHICAGO, ILLINOIS 60606
(Name and Address of Agent for Service)

(312) 474-1122
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value \$.01 per share	1,000,000	\$22.0625	\$22,062,500	\$6,690

- (1) The offering price is estimated solely for the purpose of determining the registration fee and is based upon the average high and low prices reported for the Common Stock on the New York Stock Exchange, Inc. on June 2, 1997, pursuant to Rule 457(h)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which have heretofore been filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement and shall be deemed to be a part hereof:

- (a) Annual Report on Form 10-K for the year ended December 31, 1996;
- (b) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1997;
- (c) Current Report on Form 8-K dated March 14, 1997, filed on March 25, 1997 and Current Report on Form 8-K dated March 27, 1997, filed on April 3, 1997; and
- (d) The description of the Common Stock contained in the Company's Registration Statement on Form 8-A/A filed on February 22, 1993.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to termination of the offering made pursuant to this Registration Statement shall be deemed to be incorporated herein by reference and shall be deemed a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Sheli Z. Rosenberg, a principal of Rosenberg & Liebenritt, P.C., is a director of the Registrant and owns 8,576 shares of Common Stock and an economic interest in 11,530 units of limited partnership interest. Officers and associates of Rosenberg & Liebenritt, P.C. beneficially own less than 1% of the outstanding shares of common stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Maryland General Corporation Law (the "MGCL") permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty established by a final judgment as being material to the cause of action. The Charter of the Registrant contains such a provision which limits such liability to the maximum extent permitted by the MGCL.

The Charter of the Registrant authorizes the Registrant to obligate itself to indemnify its present and former officers and directors and to pay or reimburse expenses for such individuals in advance of the final disposition of a proceeding to the maximum extent permitted from time to time by the laws of Maryland. The Bylaws of the Registrant obligate the Registrant to indemnify and advance expenses to present and former directors and officers to the maximum extent permitted by Maryland law from time to time. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services, or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, a corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation. In addition, the MGCL requires the Registrant, as conditions to advancing expenses in such an event, to obtain (i) a written affirmation by the director or officer of his good faith

belief that he has met the standard of conduct necessary for indemnification by the Registrant as authorized by the applicable Bylaws and (ii) a written agreement by him or on his behalf to repay the amount paid or reimbursed by the Registrant if it shall ultimately be determined that the standard of conduct was not met. The Bylaws of the Registrant and each of its corporate subsidiaries and the partnership agreements for each of its partnership subsidiaries also permit the Registrant to provide indemnification and advance of expenses to present or former directors or officers who served a predecessor of the Registrant in such capacity, and to any employee or agent of the Registrant or a predecessor of the Registrant. Finally, the MGCL requires a corporation (unless its charter provides otherwise, which the Registrant's Charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he is made a party by reason of his service in that capacity.

The partnership agreements of MHC Operating Limited Partnership, MHC Management Limited Partnership, MHC-DAG Management Limited Partnership, MHC Financing Limited Partnership, MHC-Bay Indies Financing Limited Partnership and MHC-DeAnza Financing Limited Partnership (collectively "the Partnerships") also provide for indemnification of the Registrant and its officers and directors to the same extent indemnification is provided to officers and directors of the Registrant in its Charter, and limits the liability of the Registrant and its officers and directors to the Partnerships and their respective partners to the same extent the liability of the officers and directors of the Registrant to the Registrant and its stockholders is limited under the Registrant's Charter.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Exhibit Index which is incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of the prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that subparagraphs (i) and (ii) above do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in the periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities and Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities offered at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities offered being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities offered at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to existing provisions or arrangements whereby the Registrant may indemnify a director, officer or controlling person of the Registrant against liabilities arising under the Securities Act of 1933, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 3, 1997.

MANUFACTURED HOME COMMUNITIES, INC.

By: /s/ David A. Helfand

David A. Helfand, President, Chief Executive Officer
and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints David A. Helfand or Thomas P. Heneghan, or either of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith or in connection with the registration of the Securities under the Exchange Act, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
- - - - -	-----	----
/s/ Samuel Zell ----- Samuel Zell	Chairman of the Board of Directors	June 3, 1997
/s/ David A. Helfand ----- David A. Helfand	President, Chief Executive Officer and Director	June 3, 1997
/s/ Thomas P. Heneghan ----- Thomas P. Heneghan	Executive Vice President and Chief Financial Officer	June 3, 1997
/s/ Judy A. Pultorak ----- Judy A. Pultorak	Principal Accounting Officer	June 3, 1997
/s/ Sheli Z. Rosenberg ----- Sheli Z. Rosenberg	Director	June 3, 1997
/s/ Timothy H. Callahan ----- Timothy H. Callahan	Director	June 3, 1997
/s/ Gary L. Waterman ----- Gary L. Waterman	Director	June 3, 1997
/s/ Donald S. Chisholm ----- Donald S. Chisholm	Director	June 3, 1997
/s/ Michael A. Torres ----- Michael A. Torres	Director	June 3, 1997
/s/ Thomas E. Dobrowski	Director	June 3, 1997

- -----
Thomas E. Dobrowski

/s/ Louis H. Masotti Director

June 3, 1997

- -----
Louis H. Masotti

/s/ John F. Podjasek, Jr. Director

June 3, 1997

- -----
John F. Podjasek, Jr.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Sequentially Numbered Page
4.1	* Articles of Incorporation. (Exhibit 3.1 to the Registrant's Form S-11 Registration Statement No. 33-55994, dated February 24, 1993.)	
4.2	* Articles of Amendment and Restatement of Manufactured Home Communities, Inc. (Exhibit 3.2 to the Registrant's Form S-11 Registration Statement No. 33-55994, dated February 24, 1993.)	
4.3	* Bylaws of Manufactured Home Communities, Inc. (Exhibit 3.3 to the Registrant's S-11 Registration No. 33-55994, dated February 24, 1993.)	
4.3	* Form of Manufactured Home Communities, Inc. 1997 Non-Qualified Employee Stock Purchase Plan (Exhibit A to the Registrant's definitive Proxy Statement dated March 28, 1997 relating to the Annual Meeting of Stockholders held on May 13, 1997).	
5	Opinion of Rosenberg & Liebenritt, P.C. dated June 3, 1997	
23.1	Consent of Ernst & Young LLP dated May 30, 1997	
23.2	Consent of Coopers & Lybrand L.L.P. dated May 30, 1997	
23.3	Consent of Rosenberg & Liebenritt, P.C. (included in Exhibit 5)	
24	Power of Attorney (filed as part of the signature page to the Registration Statement)	

* Exhibits are incorporated herein by reference from prior filings.

[ROSENBERG & LIEBENTRITT, P.C. LETTERHEAD]

June 3, 1997

Board of Directors
Manufactured Home Communities, Inc.
Two North Riverside Plaza
Chicago, Illinois 60606

Re: Registration Statement on Form S-8
Dated June 3, 1997

Ladies and Gentlemen:

We have acted as counsel for Manufactured Home Communities, Inc., a Maryland corporation (the "Company"), in connection with the registration of 1,000,000 shares of common stock, \$.01 par value per share, of the Company (the "Shares") covered by a Registration Statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"). The Shares are to be issued by the Company pursuant to the Company's 1997 Non-Qualified Employee Stock Purchase Plan (the "Plan"). Capitalized terms used but not defined herein shall have the meanings given to them in the Registration Statement. This opinion letter is furnished to you at your request to enable the Company to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. Section 229.601(b)(5), in connection with the Registration Statement.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement, filed with the Commission, pursuant to the 1933 Act;
2. The charter of the Company, as amended, certified as of a recent date by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company, certified as of a recent date by its Secretary;

Board of Directors
Manufactured Home Communities, Inc.
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4. Resolutions adopted by the Board of Directors of the Company (the "Board") relating to the approval of the Plan, certified as of a recent date by the Secretary of the Company;

5. Resolutions adopted by the Board relating to the issuance and registration of the Shares, certified as of a recent date by the Secretary of the Company;

6. A specimen of the certificate evidencing a share of Common Stock, certified as of a recent date by the Secretary of the Company;

7. A certificate of the SDAT as of a recent date as to the good standing of the Company;

8. A certificate executed by the Secretary of the Company, dated June 3, 1997;

9. A copy of the Plan, certified as of a recent date by the Secretary of the Company; and

10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed, and so far as is known to us there are no facts inconsistent with, the following:

1. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms except as limited (a) by bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other laws relating to or affecting the enforcement of creditors' rights or (b) by general equitable principles.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

4. All Documents submitted to us as originals are authentic. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All statements and information contained in the Documents are true and complete. There are no oral or written modifications or amendments to the Documents, by action or omission of the parties or otherwise.

Board of Trustees
Manufactured Home Communities, Inc.
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5. The Shares will not be issued in violation of any restriction or limitation contained in the Charter.

The phrase "known to us" is limited to the actual knowledge, without independent inquiry, of the lawyers at our firm who have performed legal services in connection with the transactions giving rise to the issuance of this opinion.

We call your attention to the fact that our firm only requires lawyers to be qualified to practice law in the State of Illinois and, in rendering the opinions set forth herein, we express no opinion with respect to any laws relevant to this opinion other than the laws and regulations identified herein. With respect to the opinions below that relate to the laws of the State of Maryland, with your consent, we rely solely on the opinion of Ballard Spahr Andrews & Ingersoll, a copy of which is attached hereto as Exhibit A.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The Shares have been duly authorized for issuance pursuant to the Plan and, when and if issued and delivered against payment therefor in the manner described in the Plan, the Registration Statement and the resolutions of the Board of Directors of the Company authorizing their issuance (assuming that the sum of (a) all shares of stock issued and outstanding as of the date hereof, (b) any shares of stock issued between the date hereof and the dates on which the Shares are actually issued, and (c) the Shares will not exceed the total number of shares of stock that the Company is authorized to issue), the Shares will be validly issued, fully paid and nonassessable.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to the Company solely for submission to the Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon by, quoted in any manner to, or delivered to any other person or entity without, in each instance, our prior written consent.

Board of Trustees
Manufactured Home Communities, Inc.
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We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

ROSENBERG & LIEBENTRITT, P.C.

[BALLARD SPAHR ANDREWS & INGERSOLL LETTERHEAD]

June 3, 1997

Manufactured Home Communities, Inc.
Two North Riverside Plaza
Chicago, Illinois 60606

Re: Registration Statement on Form S-8
Dated June 3, 1997

Ladies and Gentlemen:

We have served as Maryland counsel to Manufactured Home Communities, Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration of 1,000,000 shares of common stock, \$.01 par value per share, of the Company (the "Shares") covered by the above-referenced Registration Statement (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"). The Shares are to be issued by the Company pursuant to the Company's 1997 Non-Qualified Employee Stock Purchase Plan (the "Plan"). Capitalized terms used but not defined herein shall have the meanings given to them in the Registration Statement.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement, filed with the Commission, pursuant to the 1933 Act;
2. The charter of the Company, as amended, certified as of a recent date by the State Department of Assessments and Taxation of Maryland (the "SDAT");

Manufactured Home Communities, Inc.

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3. The Bylaws of the Company, certified as of a recent date by its Secretary;

4. Resolutions adopted by the Board of Directors of the Company (the "Board") relating to the approval of the Plan, certified as of a recent date by the Secretary of the Company;

5. Resolutions adopted by the Board relating to the issuance and registration of the Shares, certified as of a recent date by the Secretary of the Company;

6. A specimen of the certificate evidencing a share of Common Stock, certified as of a recent date by the Secretary of the Company;

7. A certificate of the SDAT as of a recent date as to the good standing of the Company;

8. A certificate executed by the Secretary of the Company, dated June 3, 1997;

9. A copy of the Plan, certified as of a recent date by the Secretary of the Company; and

10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed, and so far as is known to us there are no facts inconsistent with, the following:

1. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms except as limited (a) by bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other laws relating to or affecting the enforcement of creditors' rights or (b) by general equitable principles.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

4. All Documents submitted to us as originals are authentic. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All statements and information contained in the

Manufactured Home Communities, Inc.
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Documents are true and complete. There are no oral or written modifications or amendments to the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued in violation of any restriction or limitation contained in the Charter.

The phrase "known to us" is limited to the actual knowledge, without independent inquiry, of the lawyers at our firm who have performed legal services in connection with the transactions giving rise to the issuance of this opinion.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The Shares have been duly authorized for issuance pursuant to the Plan and, when and if issued and delivered against payment therefor in the manner described in the Plan, the Registration Statement and the resolutions of the Board of Directors of the Company authorizing their issuance (assuming that the sum of (a) all shares of stock issued and outstanding as of the date hereof, (b) any shares of stock issued between the date hereof and the dates on which the Shares are actually issued, and (c) the Shares will not exceed the total number of shares of stock that the Company is authorized to issue), the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements. We express no opinion as to compliance with the securities (or "blue sky") laws of the State of Maryland.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to the Company solely for submission to the Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon by, quoted in any manner to, or delivered to any other person or entity without, in each instance, our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit

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that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

BALLARD SPAHR ANDREWS & INGERSOLL

MANUFACTURED HOME COMMUNITIES, INC.
CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Manufactured Home Communities, Inc. 1997 Non-Qualified Employee Stock Purchase Plan, of our report dated January 27, 1997, except for Note 15, as to which the date is February 11, 1997, with respect to the consolidated financial statements and schedules of Manufactured Home Communities, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1996, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Chicago, Illinois
May 30, 1997

MANUFACTURED HOME COMMUNITIES, INC.
CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of Manufactured Home Communities, Inc. on Form S-8 of our report dated February 16, 1996, on our audits of the consolidated financial statements and financial statement schedules of Manufactured Home Communities, Inc. as of December 31, 1995, and for each of the years ended December 31, 1995 and 1994, which report is included in the 1996 Annual Report on Form 10-K.

COOPERS & LYBRAND L.L.P.

Chicago, Illinois
May 30, 1997