

Mail Stop 4561

September 11, 2008

Via U.S. Mail and Facsimile

Mr. Thomas P. Heneghan  
Chief Executive Officer  
Equity LifeStyle Properties, Inc.  
Two North Riverside Plaza, Suite 800  
Chicago, IL 60606

**Re: Equity LifeStyle Properties, Inc.  
Form 10-K for the fiscal year ended December 31, 2007  
Filed February 28, 2008  
Proxy Statement on Schedule 14A  
Filed March 31, 2008  
File No. 001-11718**

Dear Mr. Heneghan:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K for the fiscal year ended December 31, 2007

1. Please tell us where you have included the equity compensation plan information table required by Item 201(d) of Regulation S-K.

Mr. Thomas P. Heneghan  
Chief Executive Officer  
Equity LifeStyle Properties, Inc.  
September 11, 2008  
Page 2

Proxy Statement on Schedule 14A

Director Compensation, page 9

2. We refer to the disclosure in footnote 4 to the director compensation table that you have entered into a deferred compensation arrangement with Mr. Howard Walker. Please file this agreement as an exhibit or tell us why you believe you are not required to file this agreement. Please refer to Item 601(b)(10) of Regulation S-K.

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As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Mr. Thomas P. Heneghan  
Chief Executive Officer  
Equity LifeStyle Properties, Inc.  
September 11, 2008  
Page 3

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Kristina Aberg, Attorney-Advisor, at (202) 551-3404 or me at (202) 551-3852 if you have questions regarding these comments or on any related matters.

Sincerely,

Michael McTiernan  
Special Counsel