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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. ____)*

Manufactured Home Communities, Inc.
(NAME OF ISSUER)
Common Stock, par value \$.01
(TITLE OF CLASS OF SECURITIES)
564682 10 2
(CUSIP NUMBER)

*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 564	682 10 2	130	;	Page 2 of 28
1 NAME OF R	EPORTING PER	SON S.S. or I.R.S.	IDENTIFICATION	NO. OF ABOVE PERSON
Samuel ###-##-				
	ADDDODDTATE	BOX IF A MEMBER (
2 CHECK THE	APPROPRIATE	DUX IF A MEMBER (IF A GROUP	
				(a) [X]
				(b) []
3 SEC USE 0				
4 CITIZENSH	IP OR PLACE	OF ORGANIZATION		
USA				
	5	SOLE VOTING POWER	₹	
		91,070		
		[·]		
	6	SHARED VOTING POV	IER	
		919,848		
NUMBER OF SHARES				
BENEFICIALLY				
OWNED BY	7	COLE DISPOSITIVE	DOMED	
EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE	PUWER	
		91,070		
	8	SHARED DISPOSITIV	/E POWER	
		919,848		
9 AGGREGATE	AMOUNT BENE	FICIALLY OWNED BY	EACH REPORTING	PERSON
1,010,9	18			
10 CHECK BOX	IF AGGREGAT	E AMOUNT IN ROW (9) EXCLUDES CERT	AIN SHARES*
F 3				
[]				
11 PERCENT 0	F CLASS REPR	ESENTED BY AMOUNT	IN ROW 9	
4.0% (3	.7% assuming	conversion of all	Reporting Pers	ons' derivative
securit		22		20.2.002.0
 12 TYPE OF R	EPORTING PER			
	L. OKITHO PEK	5011		
IN				
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	564682 10 2	13G	Page 3 of 28
1 NAME (OF REPORTING PE		FICATION NO. OF ABOVE PERSON
		TE BOX IF A MEMBER OF A GRO	UP*
			(a) [X] (b) []
3 SEC US			
4 CITIZE		OF ORGANIZATION	
		SOLE VOTING POWER	
		SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIAL	_LY	919,848	
OWNED BY EACH REPORT PERSON WIT	ΓING 7	SOLE DISPOSITIVE POWER	
	8	SHARED DISPOSITIVE POWER	
	.848	NEFICIALLY OWNED BY EACH RE	PORTING PERSON
		ATE AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES*
[]			
11 PERCE		PRESENTED BY AMOUNT IN ROW	
	% (3.4% assumin urities)	ng conversion of all Report	
12 TYPE (OF REPORTING P		
00			

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CUSIP No. 564682 10 2 13G Page 4 of 28 1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Samstock/SZRT, L.L.C. ###-##-### 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER SHARED VOTING POWER 6 307,774 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH SHARED DISPOSITIVE POWER 307,774 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 307,774 10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 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*

CUSIP No. 56468		13G	
1 NAME OF DED	ODTING DE	DON C C OF T D C	TRENTIFICATION NO. OF AROVE REPRON
1 NAME OF REP	ORIING PE	KSUN 5.5. UI 1.K.5.	IDENTIFICATION NO. OF ABOVE PERSON
Samstock/ 36-371678		.C.	
		E BOX IF A MEMBER OF	
			(a) [X] (b) []
3 SEC USE ONL			
		OF ORGANIZATION	
Delaware			
	5	SOLE VOTING POWER	
	6	SHARED VOTING POWE	ER
NUMBER OF		6,003	
SHARES			
OWNED BY			
ACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE P	POWER
	8	SHARED DISPOSITIVE	
		6,003	
9 AGGREGATE A	MOUNT BEN		EACH REPORTING PERSON
6,003			
) EXCLUDES CERTAIN SHARES*
[]			
1 PERCENT OF	CLASS REP	RESENTED BY AMOUNT I	IN ROW 9
.02% (.02 securitie			Reporting Persons' derivative
.2 TYPE OF REP	ORTING PE		
00			

CUSIP No. 56468	2 10 2	13G	Page 6 of 28
		N S.S. or I.R.S. IDENTIF	ICATION NO. OF ABOVE PERSON
Samstock, 36-415689	0		
		OX IF A MEMBER OF A GROU	P*
			(a) [X] (b) []
3 SEC USE ONL	Υ		
		ORGANIZATION	
Delaware			
		DLE VOTING POWER	
		HARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		601,665	
OWNED BY EACH REPORTING PERSON WITH	7 S0	DLE DISPOSITIVE POWER	
		HARED DISPOSITIVE POWER	
		601,665	
9 AGGREGATE A	MOUNT BENEFIC	CIALLY OWNED BY EACH REP	ORTING PERSON
601,665			
10 CHECK BOX I	F AGGREGATE A	AMOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES*
[]			
		ENTED BY AMOUNT IN ROW 9	
2.4% (2.2 securitie	s)	onversion of all Reporti	-
12 TYPE OF REP	ORTING PERSON		
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CUSIF	No.	564682	10 2 	13G -	1	Page 7 (of 28	
1	NAME	OF REPO	 RTING P	ERSON S.S. or I.R.S.	IDENTIFICATION	NO. OF	ABOVE PE	RSON
	36-	nstock / -3022976						
2				TE BOX IF A MEMBER 0				
							(a) [(b) [
		JSE ONLY						
				E OF ORGANIZATION				
		linois						
				SOLE VOTING POWER				
		-	 6	SHARED VOTING POW				
		_		187,278				
Sł	MBER C MARES EFICI <i>A</i>							
OV EACH	VNED E	BY - RTING	7	SOLE DISPOSITIVE	POWER			
		-	 8	SHARED DISPOSITIV				
				187,278				
9	AGGRE	GATE AM	OUNT BE	NEFICIALLY OWNED BY				
	187	7,278						
 10	CHECK	BOX IF	AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES CERTA	AIN SHA	 RES*	
	[]							
11	PERCE	NT OF C	LASS RE	PRESENTED BY AMOUNT		· ·		-
		6 (.7% a curities		conversion of all R	eporting Person		/ative	
12	TYPE	OF REPO	RTING P					
	PN							

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	VE PERSON
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION	
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Illinois 5 SOLE VOTING POWER 6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Illinois 5 SOLE VOTING POWER 6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Illinois 5 SOLE VOTING POWER 6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	(a) [X] (b) []
4 CITIZENSHIP OR PLACE OF ORGANIZATION Illinois 5 SOLE VOTING POWER 6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
5 SOLE VOTING POWER 6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
5 SOLE VOTING POWER 6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
6 SHARED VOTING POWER 579,873 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH	
579,873	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
579,873	
10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
[]	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
2.3% (2.1% assuming conversion of all Reporting Persons' derivasecurities) $\footnote{\colored}$	
12 TYPE OF REPORTING PERSON*	
со	

CUSIP No. 56468		13G	Page 9 of 28
1 NAME OF REF	PORTING PERSON	N S.S. or I.R.S. IDENTIF	ICATION NO. OF ABOVE PERSON
EGIL Inve 36-41755	estments, Inc. 55		
2 CHECK THE A	APPROPRIATE BO	OX IF A MEMBER OF A GROU	P*
			(a) [X] (b) []
3 SEC USE ONI			
4 CITIZENSHI	OR PLACE OF		
Illinois			
	5 SC	DLE VOTING POWER	
	6 SH	HARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		579,873	
OWNED BY EACH REPORTING PERSON WITH	7 SC	DLE DISPOSITIVE POWER	
		HARED DISPOSITIVE POWER	
		579,873	
9 AGGREGATE	AMOUNT BENEFIC	CIALLY OWNED BY EACH REP	ORTING PERSON
579,873			
10 CHECK BOX	IF AGGREGATE A	AMOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES*
[]			
11 PERCENT OF	CLASS REPRESE	ENTED BY AMOUNT IN ROW 9	
2.3% (2.3 securition		onversion of all Reporti	ng Persons' derivative
12 TYPE OF REF	PORTING PERSON	V*	
CO			

CUSIP No.	564682 10 2	136	Page 10 of 28
			FICATION NO. OF ABOVE PERSON
	Lurie -##-####		
2 CHECK		BOX IF A MEMBER OF A GRO	
			(a) [X] (b) []
	SE ONLY		
	ENSHIP OR PLACE		
USA			
	5	SOLE VOTING POWER	
	6	SHARED VOTING POWER	
NUMBER O	-	1,745,388	
NUMBER O			
BENEFICIA OWNED B	Υ	COLE DICPOSITIVE DOVED	
PERSON WI		SOLE DISPOSITIVE POWER	
		SHARED DISPOSITIVE POWER	
		1,745,388	
9 AGGRE	GATE AMOUNT BENE	FICIALLY OWNED BY EACH RE	PORTING PERSON
1,7	45,388		
10 CHECK	BOX IF AGGREGAT	E AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES*
[]			
11 PERCE		ESENTED BY AMOUNT IN ROW	
	% (6.4% assuming urities)	conversion of all Report	
12 TYPE	OF REPORTING PER	 SON*	
IN			

CUSIP No. 50	64682 10 2	13G	Page 11	of 28
1 NAME OF	REPORTING PER	SON S.S. or I.R.S. IDE	ENTIFICATION NO. OF	ABOVE PERSON
		Trust u/t/a 12/22/89		
###-#;				
2 CHECK TI	HE APPROPRIATE	BOX IF A MEMBER OF A	GROUP*	
				(a) [X] (b) []
3 SEC USE	ONLY			
		OF ORGANIZATION		
Illino	ois			
	5	SOLE VOTING POWER	,	
	6	SHARED VOTING POWER		
NUMBER OF SHARES	v	346,512		
BENEFICIALL'	1	340, 312		
OWNED BY EACH REPORTII	NG 7	SOLE DISPOSITIVE POWE	ER	
PERSON WITH				
	8	SHARED DISPOSITIVE PO)WER	
		346,512		
9 AGGREGA	ΓΕ AMOUNT BENE	FICIALLY OWNED BY EACH	REPORTING PERSON	
346,5	12			
10 CHECK B		E AMOUNT IN ROW (9) EX		
	JA IF AUGREGAT	E AMOUNT IN ROW (9) EA	CLUDES CERTAIN SHAP	KE3
[]				
11 PERCENT	OF CLASS REPR	ESENTED BY AMOUNT IN F	₹OW 9	
	(1.3% assuming ities)	conversion of all Rep	orting Persons' der	ivative
12 TYPE OF	REPORTING PER	SON*		
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CUSIP No. 564	682 10 2	13G	Page 12 o	f 28
		20N C C T D C TD		DOVE DEDCON
1 NAME OF R	EPURIING PER	SUN 5.5. OF 1.R.S. IL	DENTIFICATION NO. OF A	BOVE PERSON
Anda Pa 88-0132				
		BOX IF A MEMBER OF A	GROUP*	
				(a) [X]
				(b) []
3 SEC USE O	NLY			
4 CITIZENSH	IP OR PLACE	 OF ORGANIZATION		
Nevada				
	5	SOLE VOTING POWER		
	6	SHARED VOTING POWER		
		233,694		
NUMBER OF		233,094		
SHARES BENEFICIALLY				
OWNED BY				
EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POW	IER	
	8	SHARED DISPOSITIVE F	'OWER	
		233,694		
9 AGGREGATE	AMOUNT BENE	FICIALLY OWNED BY EAC	CH REPORTING PERSON	
233,694				
, , , ,				
10 CHECK BOX	IF AGGREGAT	E AMOUNT IN ROW (9) E	EXCLUDES CERTAIN SHARE	S*
[]				
			DOM 0	
11 PERCENT O	F CLASS REPR	ESENTED BY AMOUNT IN	ROW 9	
.9% (.99 securit		onversion of all Repo	orting Persons' deriva	tive
12 TYPE OF R	EPORTING PER	SON*		
PN				

			32 10 2				13G					of 28	
1	LFT		nership	PERSOI	 N S.S.	or	I.R.S.	IDENTIFI	CATION	NO.	0F	AB0VE	PERSON
2	CHECK	THE A	APPROPRI	IATE B	OX IF	A ME	MBER O	F A GROUP	*				
													[X] []
3	SEC US	SE ONL	_Y										
4	CITIZE	ENSHIF	OR PLA										
	I11:	inois											
			5	S	OLE VO	TING	POWER						
			6	SI	HARED	VOTI	ING POW	 ER					
SH BENE OW	IBER OF IARES FICIAL	LLY Y			5,436								
	REPORT		7	S	OLE DI	SP0S	SITIVE	POWER					
			8	SI				E POWER					
					5,436 								
9	AGGRE	GATE A	AMOUNT E	BENEFI(CIALLY	OWN	NED BY	EACH REPO	RTING	PERS	ON		
	5,43	36											
10	CHECK	B0X]	F AGGRE	EGATE /	AMOUNT	IN	ROW (9) EXCLUDE	S CERT	AIN S	SHAF	RES*	
	[]												
11	PERCE	NT OF	CLASS F	REPRESI	ENTED	BY A	AMOUNT	IN ROW 9					
		% (.02 uritie		ning co				Reportin	_	ons'	der	ivativ	e
12	TYPE (OF REF	PORTING	PERS0I									
	PN												

CUSIP No	. 56468 	2 10 2			13G		Р	age :	14 	of 28	
S	 E OF REP heli Z. ##-##-##	Rosenbe		S.S. or	I.R.S.	IDENTIFI	CATION	NO. (0F /	ABOVE PE	RSON
2 CHE	CK THE A	PPROPRI	ATE BOX	X IF A ME	EMBER O	F A GROUP	*				
										(a) [(b) [
3 SEC	USE ONL										
4 CIT	IZENSHIP	OR PLA	CE OF C	ORGANIZA							
U	SA										
		5	SOL	LE VOTING							
			8	36,217							
		6	SHA	ARED VOT	ING POW	ER					
NUMBER SHARE BENEFIC	S		1	1,948,689	9						
OWNED EACH REP		7	SOL	LE DISPOS	SITIVE	POWER					
PERSON	√ITH		8	36,217							
		8	SHA	ARED DIS	POSITIV						
			1	1,948,689	9						
9 AGG	REGATE A	MOUNT B	ENEFIC:	IALLY OW	NED BY	EACH REPO	RTING P	ERS0	 N		
2	,034,906	i									
10 CHE	CK BOX I	F AGGRE	GATE AN	MOUNT IN	ROW (9) EXCLUDES	S CERTA	IN SI	 HAR	ES*	
]]										
11 PER	CENT OF			NTED BY							
	.6% (7.5 ecuritie	_	ing cor	nversion	of all	Reportin	g Perso	ns' (der.	ivative	
12 TYP	E OF REP	ORTING	PERSON'	*							
I	٧										
											

CUSIP	No.	56468 	2 10 2			136		F			 of 28 	
1	Mar	OF REP k Slez -##-##	ak	PERSON	I S.S.	or I.R.S.	IDENTIFI	ICATION	NO .	OF .	 ABOVE	PERSON
2	CHECK	THE A	PPR0PRI	ATE BO	X IF A	MEMBER O	F A GROUP	o*				
) [X]) []
3	SEC U	SE ONL										
4	CITIZ	ENSHIP	OR PLA	ACE OF	ORGANI							
	USA											
			5	S0		ING POWER	!					
			6	SH	IARED V	OTING POW	 ER					
SH BENE	IBER O	LLY			1,393,							
EACH	NED B' REPOR' ON WI	TING	7	SO	DLE DIS	POSITIVE						
			8			ISPOSITIV	E POWER					
					1,393,	440						
9		GATE A 93,440		BENEFIC	CIALLY	OWNED BY	EACH REPO	ORTING F	PERSO	N		
10	CHECK		F AGGRE	EGATE A	MOUNT	IN ROW (9) EXCLUDE	ES CERTA	AIN S	HAR	 ES*	
 11			 CI ASS I		NTED R	Y AMOUNT						
	5.3		% assur				Reportir	ng Perso	ns'	der	ivati	ve
 12			,	DEDCOM	·							
14		OF KEP	OKITNO	r EKSUN	1							
	IN											

CUSIP No. 56	64682 10 2 	13 G	Page 16 of 28
1 NAME OF	REPORTING PERSON	S.S. or I.R.S. IDENTI	IFICATION NO. OF ABOVE PERSON
Arthu: ###-##	A. Greenberg #-###		
2 CHECK TH	HE APPROPRIATE BOX	X IF A MEMBER OF A GRO	OUP*
			(a) [X] (b) []
3 SEC USE			
4 CITIZENS	SHIP OR PLACE OF (DRGANIZATION	
USA			
		LE VOTING POWER	
		57,980 	
	6 SHA	ARED VOTING POWER	
WWDED 05	=	1,761,411	
NUMBER OF SHARES			
BENEFICIALLY OWNED BY	(
EACH REPORTIN	IG 7 SOI	LE DISPOSITIVE POWER	
PERSON WITH		57,980	
	8 SHA	ARED DISPOSITIVE POWER	₹
	:	1,761,411	
9 AGGREGAT	TE AMOUNT BENEFIC	IALLY OWNED BY EACH RE	EPORTING PERSON
1,819,	301		
1,010,	001		
10 CHECK BO	OX IF AGGREGATE A	MOUNT IN ROW (9) EXCLU	JDES CERTAIN SHARES*
[]			
11 PERCENT	OF CLASS REPRESE	NTED BY AMOUNT IN ROW	9
6.8% (secur		nversion of all Report	ting Persons' derivative
12 TYPE 0F	REPORTING PERSON		
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
SGI Holdings, Inc., an Illinois corporation
EGIL Investments, Inc., an Illinois corporation
Ann Lurie
Ann Lurie Revocable Trust u/t/a 12/22/89
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 OR, IF NONE, RESIDENCE

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

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ITEM 2(C). CITIZENSHIP

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

Samuel Zell Samuel Zell Revocable Trust u/t/a 1/17/90 Illinois Samstock/SZRT, L.L.C. Samstock/ZGPI, L.L.C. Delaware Delaware Samstock, L.L.C. Delaware Samstock/ZFT, L.L.C. EGI Holdings, Inc. Delaware Illinois EGIL Investments, Inc. Illinois Ann Lurie Revocable Trust u/t/a 12/22/89 Illinois 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

The 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 3,087,781 shares of Common Stock, or 11.4%, 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 91,070 shares of Common Stock (assuming the exercise of options to purchase 89,999 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 86,217 shares of Common Stock (assuming the exchange of 11,530 OP Units and the exercise of options to purchase 60,667 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 57,980 shares of Common Stock (assuming the exchange of 8,314 OP Units and the exercise of options to purchase 49,666 shares of Common Stock).

Messrs. Zell, Greenberg and Slezak; Mses. 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	Samuel Zell	Ann Lurie	Sheli Z. Rosenberg	Mark Slezak	Arthur A. Greenberg
Samuel Zell Revocable Trust	4,406	4,406	0	0	0	0
Samstock/SZRT, L.L.C.	307,774(1)	307,774	0	0	0	0
Samstock/ZGPI, L.L.C.	6,003	6,003	0	0	0	0
Samstock, L.L.C.	601,665(2)	601,665	0	601,665	0	601,665
Samstock/ZFT, L.L.C.	187, 278(2)	. 0	0	187, 278	0	. 0
EGI Holdings, Inc.	579,873(2)	0	579,873	579,873	579,873	579,873
EGIL Investments, Inc.	579,873(2)	0	579,873	579,873	579,873	579,873
Ann Lurie Revocable Trust	346,512	0	346,512	0	0	0
Anda Partnership	233,694(2)	0	233, 694	0	233,694	0
LFT Partnership	5,436(2)	0	5,436	0	. 0	0
TOTAL - SHARED VOTES:	2,852,514	919,848	1,745,388	1,948,689	1,393,440	1,761,411

SHARED POWER WITH SUCH REPORTING PERSON

Reporting Person ("RP")	Samuel Zell Revocable Trust
Samuel Zell Revocable Trust	4,406
Samstock/SZRT, L.L.C.	307,774
Samstock/ZGPI, L.L.C.	6,003
Samstock, L.L.C.	601,665
Samstock/ZFT, L.L.C.	0
EGI Holdings, Inc.	0
EGIL Investments, Inc.	0
Ann Lurie Revocable Trust	0
Anda Partnership	0
LFT Partnership	0
TOTAL CHAPER VOTEC.	010 040
TOTAL - SHARED VOTES:	919,848

SOLE POWER WITH RESPECT TO COMMON STOCK

				Sheli Z.		Arthur A.
		Samuel Zell	Ann Lurie	Rosenberg	Mark Slezak	Greenberg
Samuel Zell	91,070	91,070	0	0	0	0
Ann Lurie	Θ	0	0	0	0	0
Sheli Z. Rosenberg	86,217	0	0	86,217	0	0
Mark Slezak	0	0	0	0	0	0
Arthur A. Greenberg	57,980	0	0	0	0	57,980
TOTAL - SOLE VOTES:	235, 267	91,070	0	86,217	0	57,980
TOTAL - SHARED AND	3,087,781	1,018,918	1,745,388	2,034,906	1,393,440	1,813,724
SOLE VOTES:						
	11.4%	3.7%	6.4%	7.5%	5.1%	6.7%

SOLE POWER WITH RESPECT TO COMMON STOCK

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	Samuel Zell Revocable Trust
Samuel Zell	0
Ann Lurie	0
Sheli Z. Rosenberg	0
Mark Slezak	0
Arthur A. Greenberg	0
TOTAL - SOLE VOTES:	0
TOTAL GUADED AND	040.040
TOTAL - SHARED AND	919,848

SOLE VOTES:

3.4%

- (1) Includes 13,641 OP Units which are exchangeable at the holder's option on a one-for-one basis into shares of Common Stock.
- (2) Represents OP Units.

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- 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 $\mbox{Not applicable}. \label{eq:notation}$
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP $\mbox{Not applicable.}$
- ITEM 10. CERTIFICATE

 Not applicable.

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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.

Dated: February 17, 1998

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

 ${\tt SAMSTOCK/ZGPI,\ L.L.C.,\ A\ DELAWARE\ LIMITED\ LIABILITY}$

By: /s/ Sheli Z. Rosenberg

Its: Vice President

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 ${\tt SAMSTOCK/ZFT,\ L.L.C.,\ A\ DELAWARE\ LIMITED\ LIABILITY}$

By: /s/ Sheli Z. Rosenberg

The . Wise Dussident

Its: Vice President

EGI HOLDINGS, INC., AN ILLINOIS CORPORATION

By: /s/ Sheli Z. Rosenberg

Its: Vice President

ANN LURIE REVOCABLE TRUST, U/T/A 12/22/89

By: /s/ Ann Lurie

Its: Trustee

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

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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

LFT PARTNERSHIP, AN ILLINOIS GENERAL PARTNERSHIP

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JOINT FILING AGREEMENT

AGREEMENT dated as February 17, 1998 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; Ann Lurie Revocable Trust u/t/a 12/22/89; 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:

- 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.
- Susan Obuchowski will be designated as the person authorized to receive notices and communications with respect to the Schedule 13G and all amendments thereto.

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 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

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

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 ${\tt SAMSTOCK/ZFT,\ L.L.C.,\ A\ DELAWARE\ LIMITED\ LIABILITY}$

By: /s/ Sheli Z. Rosenberg

Its: Vice President

EGI HOLDINGS, INC., AN ILLINOIS CORPORATION

By: /s/ Sheli Z. Rosenberg

......

Its: Vice President

ANN LURIE REVOCABLE TRUST, U/T/A 12/22/89

By: /s/ Ann Lurie

Its: Trustee

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

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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

LFT PARTNERSHIP, AN ILLINOIS GENERAL PARTNERSHIP

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