

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).

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samuel Zell
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

91,070

6 SHARED VOTING POWER

919,848

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

91,070

8 SHARED DISPOSITIVE POWER

919,848

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,010,918

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.0% (3.7% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

IN

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samuel Zell Revocable Trust u/t/a 1/17/90
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

6 SHARED VOTING POWER

919,848

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

919,848

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,848

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.6% (3.4% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

00

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*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

6 SHARED VOTING POWER

307,774

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

7 SOLE DISPOSITIVE POWER

EACH REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER

307,774

9 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*

00

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samstock/ZGPI, L.L.C.
36-3716786

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

6 SHARED VOTING POWER

6,003

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

6,003

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,003

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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*

00

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samstock, L.L.C.
36-4156890

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

6 SHARED VOTING POWER

601,665

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

601,665

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

601,665

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.4% (2.2% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

00

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samstock / ZFT, L.L.C.
36-3022976

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

6 SHARED VOTING POWER

187,278

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

7 SOLE DISPOSITIVE POWER

EACH REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER

187,278

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

187,278

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.7% (.7% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EGI Holdings, Inc.
36-4175553

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

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' derivative securities)

12 TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EGIL Investments, Inc.
36-4175555

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

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' derivative securities)

12 TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ann Lurie
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

6 SHARED VOTING POWER

1,745,388

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

1,745,388

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,745,388

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.6% (6.4% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

IN

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ann Lurie Revocable Trust u/t/a 12/22/89
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

6 SHARED VOTING POWER

346,512

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

346,512

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

346,512

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4% (1.3% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

00

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anda Partnership
88-0132846

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5 SOLE VOTING POWER

6 SHARED VOTING POWER

233,694

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

233,694

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

233,694

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.9% (.9% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LFT Partnership
36-6527526

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

6 SHARED VOTING POWER

5,436

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

5,436

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,436

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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*

PN

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sheli Z. Rosenberg
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

86,217

6 SHARED VOTING POWER

1,948,689

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

86,217

8 SHARED DISPOSITIVE POWER

1,948,689

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,034,906

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.6% (7.5% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

IN

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mark Slezak
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

6 SHARED VOTING POWER

1,393,440

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

1,393,440

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,393,440

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3% (5.1% assuming conversion of all Reporting Persons' derivative securities)

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 564682 10 2

13G

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONArthur A. Greenberg
###-##-####-----
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a)
(b) -----
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATIONUSA

5 SOLE VOTING POWER

57,980

6 SHARED VOTING POWER

1,761,411
-----NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

57,980

8 SHARED DISPOSITIVE POWER

1,761,411

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,819,391

10 CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*-----
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 96.8% (6.7% assuming conversion of all Reporting Persons' derivative
securities)

12 TYPE OF 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
EGI 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

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
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; 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	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 - SHARED VOTES:	919,848

SOLE POWER WITH RESPECT TO COMMON STOCK

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

SOLE POWER WITH RESPECT TO COMMON STOCK

Reporting Person ("RP")	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 - SHARED AND SOLE VOTES:	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.

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.

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

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

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

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 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:

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

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

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

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