EQUITY LIFESTYLE PROPERTIES INC
Form 10-K
February 25, 2010

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended December 31, 2009

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number: 1-11718

EQUITY LIFESTYLE PROPERTIES, 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, Suite 800, Chicago, Illinois *(Address of Principal Executive Offices)*	**60606** *(Zip Code)*

(Registrant s telephone number, including area code)
(312) 279-1400
Securities registered pursuant to Section 12(b) of the Act:

(Title of Class)	(Name of Exchange on Which Registered)
Common Stock, $.01 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No o

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No þ

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The aggregate market value of voting stock held by non-affiliates was approximately $1,019.6 million as of June 30, 2009 based upon the closing price of $37.18 on such date using beneficial ownership of stock rules adopted pursuant to Section 13 of the Securities Exchange Act of 1934 to exclude voting stock owned by Directors and Officers, some of whom may not be held to be affiliates upon judicial determination.

At February 23, 2010, 30,349,089 shares of the Registrant s common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Part III incorporates by reference portions of the Registrant s Proxy Statement relating to the Annual Meeting of Stockholders to be held on May 11, 2010.

Equity LifeStyle Properties, Inc.

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PART I

Item 1. *Business*

Equity LifeStyle Properties, Inc.

General

Equity LifeStyle Properties, Inc., a Maryland corporation, together with MHC Operating Limited Partnership (the Operating Partnership) and other consolidated subsidiaries (Subsidiaries), are referred to herein as the Company, EL we, us, and our. ELS has elected to be taxed as a real estate investment trust (REIT), for U.S. federal income tax purposes commencing with its taxable year ended December 31, 1993.

The Company is a fully integrated owner and operator of lifestyle-oriented properties (Properties). The Company leases individual developed areas (sites) with access to utilities for placement of factory built homes, cottages, cabins or recreational vehicles (RVs). Customers may lease individual sites or enter into right-to-use contracts providing the customer access to specific Properties for limited stays. The Company was formed in December 1992 to continue the property operations, business objectives and acquisition strategies of an entity that had owned and operated Properties since 1969. As of December 31, 2009, we owned or had an ownership interest in a portfolio of 304 Properties located throughout the United States and Canada consisting of 110,575 residential sites. These Properties are located in 27 states and British Columbia (with the number of Properties in each state or province shown parenthetically) as follows: Florida (86), California (48), Arizona (35), Texas (15), Pennsylvania (12), Washington (14), Colorado (10), Oregon (9), North Carolina (8), Delaware (7), New York (6), Nevada (6), Virginia (6), Indiana (5), Maine (5), Wisconsin (5), Illinois (4), Massachusetts (3), Michigan (3), New Jersey (3), South Carolina (3), New Hampshire (2), Ohio (2), Tennessee (2), Utah (2), Alabama (1), Kentucky (1), and British Columbia (1).

Properties are designed and improved for several home options of various sizes and designs that are produced off-site, installed and set on designated sites (Site Set) within the Properties. These homes can range from 400 to over 2,000 square feet. The smallest of these are referred to as Resort Cottages. Properties may also have sites that can accommodate a variety of RVs. Properties generally contain centralized entrances, internal road systems and designated sites. In addition, Properties often provide a clubhouse for social activities and recreation and other amenities, which may include restaurants, swimming pools, golf courses, lawn bowling, shuffleboard courts, tennis courts, laundry facilities and cable television service. In some cases, utilities are provided or arranged for by us; otherwise, the customer contracts for the utility directly. Some Properties provide water and sewer service through municipal or regulated utilities, while others provide these services to customers from on-site facilities. Properties generally are designed to attract retirees, empty-nesters, vacationers and second home owners; however, certain of our Properties focus on affordable housing for families. We focus on owning properties in or near large metropolitan markets and retirement and vacation destinations.

Employees and Organizational Structure

We have approximately 3,200 full-time, part-time and seasonal employees dedicated to carrying out our operating philosophy and strategies of value enhancement and service to our customers. The operations of each Property are coordinated by an on-site team of employees that typically includes a manager, clerical staff and maintenance workers, each of whom works to provide maintenance and care of the Properties. Direct supervision of on-site management is the responsibility of our regional vice presidents and regional and district managers. These individuals have significant experience in addressing the needs of customers and in finding or creating innovative approaches to maximize value and increase cash flow from property operations. Complementing this field management staff are approximately 138 full-time corporate employees who assist on-site and regional management in all property functions.

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Formation of the Company

The operations of the Company are conducted primarily through the Operating Partnership. The Company contributed the proceeds from its initial public offering in 1993 and subsequent offerings to the Operating Partnership for a general partnership interest. In 2004, the general partnership interest was contributed to MHC Trust, a private REIT subsidiary owned by the Company. The financial results of the Operating Partnership and the Subsidiaries are consolidated in the Company s consolidated financial statements. In addition, since certain activities, if performed by the Company, may not be qualifying REIT activities under the Internal Revenue Code of 1986, as amended (the Code), the Company has formed taxable REIT subsidiaries, as defined in the Code, to engage in such activities.

Realty Systems, Inc. (RSI) is a wholly owned taxable REIT subsidiary of the Company that is engaged in the business of purchasing and selling or leasing Site Set homes that are located in Properties owned and managed by the Company. RSI also provides brokerage services to residents at such Properties for those residents who move from a Property but do not relocate their homes. RSI may provide brokerage services, in competition with other local brokers, by seeking buyers for the Site Set homes. Subsidiaries of RSI also operate ancillary activities at certain Properties consisting of operations such as golf courses, pro shops, stores and restaurants. Several Properties are also wholly owned by taxable REIT subsidiaries of the Company.

Business Objectives and Operating Strategies

Our strategy seeks to maximize both current income and long-term growth in income. We focus on properties that have strong cash flow and we expect to hold such properties for long-term investment and capital appreciation. In determining cash flow potential, we evaluate our ability to attract and retain high quality customers in our Properties who take pride in the Property and in their home. These business objectives and their implementation are determined by our Board of Directors and may be changed at any time. Our investment, operating and financing approach includes:

Providing consistently high levels of services and amenities in attractive surroundings to foster a strong sense of community and pride of home ownership;

Efficiently managing the Properties to increase operating margins by controlling expenses, increasing occupancy and maintaining competitive market rents;

Increasing income and property values by continuing the strategic expansion and, where appropriate, renovation of the Properties;

Utilizing management information systems to evaluate potential acquisitions, identify and track competing properties and monitor customer satisfaction;

Selectively acquiring properties that have potential for long-term cash flow growth and to create property concentrations in and around major metropolitan areas and retirement or vacation destinations to capitalize on operating synergies and incremental efficiencies; and

Managing our debt balances such that we maintain financial flexibility, minimize exposure to interest rate fluctuations, and maintain an appropriate degree of leverage to maximize return on capital.

Our strategy is to own and operate the highest quality properties in sought-after locations near urban areas, retirement and vacation destinations across the United States. We focus on creating an attractive residential environment by providing a well-maintained, comfortable Property with a variety of recreational and social activities and superior amenities as well as offering a multitude of lifestyle housing choices. In addition, we regularly conduct evaluations of the cost of housing in the marketplaces in which our Properties are located and survey rental rates of competing properties. From time to time we also conduct satisfaction surveys of our customers to determine the factors they consider most important in choosing a property. We improve site utilization and efficiency by tracking types of customers and usage patterns and marketing to those specific customer groups.

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Acquisitions and Dispositions

Over the last decade our portfolio of Properties has grown significantly from owning or having an interest in 157 Properties with over 53,000 sites to owning or having an interest in 304 Properties with over 110,000 sites. We continually review the Properties in our portfolio to ensure that they fit our business objectives. Over the last five years we sold 16 Properties, and we redeployed capital to markets we believe have greater long-term potential. In that same time period we acquired 46 Properties located in high growth areas such as Florida, Arizona and California.

We believe that opportunities for property acquisitions are still available. Increasing acceptability of and demand for a lifestyle that includes Site Set homes and RVs as well as continued constraints on development of new properties continue to add to their attractiveness as an investment. We believe we have a competitive advantage in the acquisition of additional properties due to our experienced management, significant presence in major real estate markets and substantial capital resources. We are actively seeking to acquire additional properties and are engaged in various stages of negotiations relating to the possible acquisition of a number of properties.

We anticipate that new acquisitions will generally be located in the United States, although we may consider other geographic locations provided they meet our acquisition criteria. We utilize market information systems to identify and evaluate acquisition opportunities, including a market database to review the primary economic indicators of the various locations in which we expect to expand our operations. Acquisitions will be financed from the most appropriate sources of capital, which may include undistributed funds from operations, issuance of additional equity securities, sales of investments, collateralized and uncollateralized borrowings and issuance of debt securities. In addition, the Company may acquire properties in transactions that include the issuance of limited partnership interests in the Operating Partnership (Units) as consideration for the acquired properties. We believe that an ownership structure that includes the Operating Partnership will permit us to acquire additional properties in transactions that may defer all or a portion of the sellers tax consequences.

When evaluating potential acquisitions, we consider such factors as:

- The replacement cost of the property including land values, entitlements and zoning;
- The geographic area and type of the property;
- The location, construction quality, condition and design of the property;
- The current and projected cash flow of the property and the ability to increase cash flow;
- The potential for capital appreciation of the property;
- The terms of tenant leases or usage rights, including the potential for rent increases;
- The potential for economic growth and the tax and regulatory environment of the community in which the property is located;
- The potential for expansion of the physical layout of the property and the number of sites;
- The occupancy and demand by customers for properties of a similar type in the vicinity and the customers profile;
- The prospects for liquidity through sale, financing or refinancing of the property; and

The competition from existing properties and the potential for the construction of new properties in the area.

When evaluating potential dispositions, we consider such factors as:

The ability to sell the Property at a price that we believe will provide an appropriate return for our stockholders;

Our desire to exit certain non-core markets and recycle the capital into core markets; and

Whether the Property meets our current investment criteria.

When investing capital we consider all potential uses of the capital including returning capital to our stockholders. Our Board of Directors continues to review the conditions under which we will repurchase our stock. These conditions include, but are not limited to, market price, balance sheet flexibility, other opportunities and capital requirements.

Property Expansions

Several of our Properties have available land for expanding the number of sites available to be utilized by our customers. Development of these sites (Expansion Sites) is evaluated based on the following: local market conditions; ability to subdivide; accessibility through the Property or externally; infrastructure needs including utility needs and access as well as additional common area amenities; zoning and entitlement; costs; topography; and ability to market new sites. When justified, development of Expansion Sites allows us to leverage existing facilities and amenities to increase the income generated from the Properties. Where appropriate, facilities and amenities may be upgraded or added to certain Properties to make those Properties more attractive in their markets. Our acquisition philosophy has included the desire to own Properties with potential Expansion Site development. Approximately 83 of our Properties have expansion potential, with approximately 5,600 acres available for expansion.

Leases or Usage Rights

At our Properties, a typical lease entered into between the owner of a home and the Company for the rental of a site is for a month-to-month or year-to-year term, renewable upon the consent of both parties or, in some instances, as provided by statute. These leases are cancelable, depending on applicable law, for non-payment of rent, violation of Property rules and regulations or other specified defaults. Non-cancelable long-term leases, with remaining terms ranging up to ten years, are in effect at certain sites within 31 of the Properties. Some of these leases are subject to rental rate increases based on the Consumer Price Index (CPI), in some instances taking into consideration certain floors and ceilings and allowing for pass-throughs of certain items such as real estate taxes, utility expenses and capital expenditures. Generally, market rate adjustments are made on an annual basis. At Properties zoned for RV use, long-term customers typically enter into rental agreements and many typically prepay for their stay. Many resort customers will also leave deposits to reserve a site for the following year. Generally these customers cannot live full time on the Property. At resort Properties designated for use by customers who have purchased a right-to-use or membership contract, the contract generally grants the customer access to designated Properties on a continuous basis of up to 14 days. The customer typically makes a nonrefundable upfront payment and annual dues payments are required to renew the contract. The contracts provide for an annual dues increase generally based on increases in the CPI. Approximately 31% of the current customers are not subject to annual dues increases because their dues were frozen in accordance with the terms of their contract, generally because the customer is over 61 years old or disabled.

Regulations and Insurance

General. Our Properties are subject to various laws, ordinances and regulations, including regulations relating to recreational facilities such as swimming pools, clubhouses and other common areas, regulations relating to providing utility services, such as electricity, to our customers, and regulations relating to operating water and wastewater treatment facilities at certain of our Properties. We believe that each Property has all material permits and approvals necessary to operate.

Rent Control Legislation. At certain of our Properties, state and local rent control laws, principally in California, limit our ability to increase rents and to recover increases in operating expenses and the costs of capital improvements. Enactment of such laws has been considered from time to time in other jurisdictions. We presently expect to continue to maintain Properties, and may purchase additional properties, in markets that are either subject to rent control or in which rent-limiting legislation exists or may be enacted. For example, Florida has enacted a law that generally provides that rental increases must be reasonable. Also, certain jurisdictions in California in which we own Properties limit rent increases to changes in the CPI or some percentage thereof. As part of our effort to realize the value of our Properties subject to restrictive regulation, we have initiated lawsuits against several municipalities imposing such regulation in an attempt to balance the interests of our stockholders with the interests of our customers (see Item 3. Legal Proceedings). Further, at certain of our Properties primarily used as membership campgrounds, some state statutes limit our ability to close the Property unless we make a reasonable substitute property available for the members use. Many states also have consumer protection laws regulating right-to-use or campground membership sales and the financing of such sales. Some states have laws requiring the Company to register with a state agency and obtain a permit to market (see Item 1A. Risk Factors).

Insurance. The Properties are covered against fire, flood, property damage, earthquake, windstorm and business interruption by insurance policies containing various deductible requirements and coverage limits. Recoverable costs are classified in other assets as incurred. Insurance proceeds are applied against the asset when received. Recoverable costs relating to capital items are treated in accordance with the Company s capitalization policy. The book value of the original capital item is written off once the value of the impaired asset has been determined. Insurance proceeds relating to capital costs are recorded as income in the period they are received.

Our current property and casualty insurance policies, which we plan to renew, expire on March 31, 2010. We have a $100 million loss limit with respect to our all-risk property insurance program including Named Windstorm and a $25 million loss limit for California Earthquake. Policy deductibles primarily range from $100,000 to 5% of insurable values specifically for Named Windstorm, Named Storm Flood and California Earthquake. Losses in a 100-year Flood zone are subject to varying deductibles with a maximum exposure of $500,000. A deductible indicates ELS maximum exposure, subject to policy sub-limits, in the event of a loss.

INDUSTRY

We believe that modern properties similar to ours provide an opportunity for increased cash flows and appreciation in value. These may be achieved through increases in occupancy rates and rents, as well as expense controls, expansion of existing Properties and opportunistic acquisitions, for the following reasons:

Barriers to Entry: We believe that the supply of new properties in locations targeted by the Company will be constrained due to barriers to entry. The most significant barrier has been the difficulty of securing zoning from local authorities. This has been the result of (i) the public s historically poor perception of manufactured housing, and (ii) the fact that properties generate less tax revenue because the homes are treated as personal property (a benefit to the homeowner) rather than real property. Another factor that creates substantial barriers to entry is the length of time between investment in a property s development and the attainment of stabilized occupancy and the generation of revenues. The initial development of the infrastructure may take up to two or three years. Once a property is ready for occupancy, it may be difficult to attract customers to an empty property. Substantial occupancy levels may take several years to achieve.

Industry Consolidation: According to various industry reports, there are approximately 50,000 manufactured home properties and approximately 8,500 RV properties (excluding government owned properties) in North America. Most of these properties are not operated by large owner/operators and of the RV properties approximately 1,200 contain 200 sites or more. We believe that this relatively high degree of fragmentation provides us, as a national organization with experienced management and substantial financial resources, the opportunity to purchase additional properties.

Customer Base: We believe that properties tend to achieve and maintain a stable rate of occupancy due to the following factors: (i) customers typically own their own homes, (ii) properties tend to foster a sense of community as a result of amenities such as clubhouses and recreational and social activities, (iii) since moving a Site Set home from one property to another involves substantial cost and effort, customers often sell their home in-place (similar to site-built residential housing) with no interruption of rental payments to us.

Lifestyle Choice: According to the Recreational Vehicle Industry Association, nearly 1 in 10 U.S. vehicle-owning households owns an RV and there are eight million current RV owners. The 78 million people born from 1946 to 1964 or baby boomers make up the fastest growing segment of this market. Every day 11,000 Americans turn 50 according to U.S. Census figures. We believe that this population segment, seeking an active lifestyle, will provide opportunities for future cash flow growth for the Company. Current RV owners, once finished with the more active RV lifestyle, will often seek more permanent retirement or vacation establishments. The Site Set housing choice has become an increasingly popular housing alternative for retirement, second-home, and empty-nest living. According to U.S. Census figures, the baby-boom generation will constitute almost 16% of the U.S. population within the next 20 years. Among those individuals who are nearing retirement (age 46 to 64), approximately 33% plan on moving upon retirement.

We believe that the housing choices in our Properties are especially attractive to such individuals throughout this lifestyle cycle. Our Properties offer an appealing amenity package, close proximity to local services, social activities, low maintenance and a secure environment. In fact, many of our Properties allow for this cycle to occur within a single Property.

Construction Quality: Since 1976, all factory built housing has been required to meet stringent federal standards, resulting in significant increases in quality. The Department of Housing and Urban Development s (HUD) standards for Site Set housing construction quality are the only federally regulated standards governing housing quality of any type in the United States. Site Set homes produced since 1976 have received a red and silver government seal certifying that they were built in compliance with the federal code. The code regulates Site Set home design and construction, strength and durability, fire resistance and energy efficiency, and the installation and performance of heating, plumbing, air conditioning, thermal and electrical systems. In newer homes, top grade lumber and dry wall materials are common. Also, manufacturers are required to follow the same fire codes as builders of site-built structures. In addition, although Resort Cottages do not come under the same regulation, many of the manufacturers of Site Set homes also produce Resort Cottages with many of the same quality standards.

Comparability to Site-Built Homes: The Site Set housing industry has experienced a trend towards multi-section homes. Many modern Site Set homes are longer (up to 80 feet, compared to 50 feet in the 1960 s) and wider than earlier models. Many such homes have nine-foot ceilings or vaulted ceilings, fireplaces and as many as four bedrooms, and closely resemble single-family ranch style site-built homes.

Second Home Demographics: According to 2009 National Association of Realtors (NAR) reports, sales of second homes in 2008 accounted for 30% of residential transactions, or 1.63 million second-home sales in 2008. There were approximately 8.1 million vacation homes in 2008. The typical vacation-home buyer is 46 years old and earned $97,200 in 2008. According to 2008 NAR reports, approximately 57% of vacation home-owners prefer to be near an ocean, river or lake; 38% close to boating activities; 32% close to hunting or fishing activities; and 17% close to winter recreations. In looking ahead, NAR believes that baby boomers are still in their peak earning years, and the leading edge of their generation is approaching retirement. As they continue to have the financial wherewithal to purchase second homes as a vacation property, investment opportunity, or perhaps as a retirement retreat, those baby boomers will continue to drive the market for second-homes. We believe it is likely that over the next decade we will continue to see historically high levels of second home sales and resort homes and cottages in our Properties will also continue to provide a viable second home alternative to site-built homes.

Notwithstanding our belief that the industry information highlighted above provides the Company with significant long-term growth opportunities, our short-term growth opportunities could be disrupted by the following:

Shipments According to statistics compiled by the U.S. Census Bureau, shipments of new manufactured homes have been declining since 2005. Shipments of new manufactured homes for the first eleven months in 2009 decreased over 40% to 46,200 units as compared to shipments of new manufactured homes for the first eleven months in 2008 of 77,500 units. The decline for 2008 as compared to 2007 was almost 15%. According to the Recreational Vehicle Industry Association (RVIA), wholesale shipments of RVs declined 30.1% in 2009 to 165,700 units as compared to 2008, but experienced an increase of almost 25% in the last six months of 2009 as compared to the last six months of 2008. Industry experts have predicted that 2010 RV shipments will increase almost 30%, as compared to 2009, to 215,900.

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Manufactured Housing and Recreation Vehicle
Annual Shipments 2000-2009 (MH 2009 YTD: through November)

(1) Source: Institute for Building Technology and Safety

(2) Source: RVIA

Sales Retail sales of RVs declined almost 25% to 161,100 for the first 11 months of 2009, as compared to 214,400 the first 11 months of 2008. A total of 232,000 RVs were sold during the year ended December 31, 2008, representing a decline of almost 25% over the prior year. RVIA has indicated that the RV industry is seeing signs of improvement and the recovery is expected to strengthen slowly as credit availability, job security, and consumer confidence improve. Gains are expected in 2010 as negative financial factors give way to improved market conditions.

Availability of financing The current credit crisis has made it difficult for manufactured home and RV manufacturers to obtain floor plan financing and for potential customers to obtain loans for manufactured home or RV purchases. RVIA states that the federal economic credit and stimulus packages designed to stimulate RV lending and which provide tax deductions to buyers of RVs may help promote sales of RVs. However, there is very little availability in terms of financing for manufactured home buyers. As compared to financing available to owners and purchasers of site-built single family homes, financing of a manufactured home involves higher down payments, higher FICO scores, higher interest rates and shorter maturity. Additionally, certain government stimulus packages have resulted in government guarantees of site-built single family home loans, thereby increasing the supply of financing for that market.

Please see our risk factors, financial statements and related notes contained in this Form 10-K for more information.

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Available Information

We file reports electronically with the Securities and Exchange Commission (SEC). The public may read and copy any materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy information and statements, and other information regarding issuers that file electronically with the SEC at *http://www.sec.gov*. We maintain an Internet site with information about the Company and hyperlinks to our filings with the SEC at *http://www.equitylifestyle.com*, free of charge. Requests for copies of our filings with the SEC and other investor inquiries should be directed to:

Investor Relations Department
Equity LifeStyle Properties, Inc.
Two North Riverside Plaza
Chicago, Illinois 60606
Phone: 1-800-247-5279
e-mail: investor_relations@equitylifestyle.com

Item 1A. *Risk Factors*

Our Performance and Common Stock Value Are Subject to Risks Associated With the Real Estate Industry.

Adverse Economic Conditions and Other Factors Could Adversely Affect the Value of Our Properties and Our Cash Flow. Several factors may adversely affect the economic performance and value of our Properties. These factors include:

- changes in the national, regional and local economic climate;
- local conditions such as an oversupply of lifestyle-oriented properties or a reduction in demand for lifestyle-oriented properties in the area, the attractiveness of our Properties to customers, competition from manufactured home communities and other lifestyle-oriented properties and alternative forms of housing (such as apartment buildings and site-built single family homes);
- the ability of manufactured home and RV manufacturers to adapt to changes in the economic climate and the availability of units from these manufacturers;
- the ability of our potential customers to sell their existing site-built residence in order to purchase a resort home or cottage in our Properties and heightened price sensitivity for seasonal and second homebuyers;
- the ability of our potential customers to obtain financing on the purchase of a resort home, resort cottage or RV;
- government stimulus intended to primarily benefit purchasers of site-built housing;
- availability and price of gasoline, especially for our transient customers;
- our ability to collect rent, annual payments and principal and interest from customers and pay or control maintenance, insurance and other operating costs (including real estate taxes), which could increase over time;

the failure of our assets to generate income sufficient to pay our expenses, service our debt and maintain our Properties, which may adversely affect our ability to make expected distributions to our stockholders;

our inability to meet mortgage payments on any Property that is mortgaged, in which case the lender could foreclose on the mortgage and take the Property;

interest rate levels and the availability of financing, which may adversely affect our financial condition;

changes in laws and governmental regulations (including rent control laws and regulations governing usage, zoning and taxes), which may adversely affect our financial condition;

poor weather, especially on holiday weekends in the summer, could reduce the economic performance of our Northern resort Properties; and

our ability to sell new or upgraded right-to-use contracts and to retain customers who have previously purchased a right-to-use contract.

New Acquisitions May Fail to Perform as Expected and Competition for Acquisitions May Result in Increased Prices for Properties. We intend to continue to acquire properties. Newly acquired Properties may fail to perform as expected. We may underestimate the costs necessary to bring an acquired property up to standards established for its intended market position. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management attention. Additionally, we expect that other real estate investors with significant capital will compete with us for attractive investment opportunities. These competitors include publicly traded REITs, private REITs and other types of investors. Such competition increases prices for properties. We expect to acquire properties with cash from secured or unsecured financings, proceeds from offerings of equity or debt, undistributed funds from operations and sales of investments. We may not be in a position or have the opportunity in the future to make suitable property acquisitions on favorable terms.

Because Real Estate Investments Are Illiquid, We May Not be Able to Sell Properties When Appropriate. Real estate investments generally cannot be sold quickly. We may not be able to vary our portfolio promptly in response to economic or other conditions, forcing us to accept lower than market value. This inability to respond promptly to changes in the performance of our investments could adversely affect our financial condition and ability to service debt and make distributions to our stockholders.

Some Potential Losses Are Not Covered by Insurance. We carry comprehensive insurance coverage for losses resulting from property damage, liability claims and business interruption on all of our Properties. In addition we carry liability coverage for other activities not specifically related to property operations. These coverages include, but are not limited to, Directors & Officers liability, Employer Practices liability and Fiduciary liability. We believe that the policy specifications and coverage limits of these policies should be adequate and appropriate. There are, however, certain types of losses, such as lease and other contract claims that generally are not insured. Should an uninsured loss or a loss in excess of coverage limits occur, we could lose all or a portion of the capital we have invested in a Property or the anticipated future revenue from a Property. In such an event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the Property.

Our current property and casualty insurance policies, which we plan to renew, expire on March 31, 2010. We have a $100 million loss limit with respect to our all-risk property insurance program including Named Windstorm and a $25 million loss limit for California Earthquake. Policy deductibles primarily range from $100,000 to 5% of insurable values specifically for Named Windstorm, Named Storm Flood and California Earthquake. Losses in a 100-year Flood zone are subject to varying deductibles with a maximum exposure of $500,000. A deductible indicates ELS maximum exposure, subject to policy sub-limits, in event of a loss.

There can be no assurance that the actions of the U.S. government, Federal Reserve and other governmental and regulatory bodies for the purpose of stabilizing the financial markets, or market response to those actions, will achieve the intended effect, and our business may not benefit from and may be adversely impacted by these actions and further government or market developments could adversely impact us. Since mid-2007, and particularly during the second half of 2008, the financial services industry and the securities markets generally were materially and adversely affected by significant declines in the values of nearly all asset classes and by a serious lack of liquidity. This was initially triggered by declines in the values of subprime mortgages, but spread to all mortgage and real estate asset classes, to leveraged bank loans and to nearly all asset classes, including equities. The global markets have been characterized by substantially increased volatility and short-selling and an overall loss of investor confidence, initially in financial institutions, but more recently in companies in a number of other industries and in the broader markets. The decline in asset values has caused increases in margin calls for investors, requirements that derivatives counterparties post additional collateral and redemptions by mutual and hedge fund investors, all of which have increased the downward pressure on asset values and outflows of client funds across the financial services industry. In addition, the increased redemptions and unavailability of credit have required hedge funds and others to rapidly reduce leverage, which has increased volatility and further contributed to the decline in asset values.

In response to the recent unprecedented financial issues affecting the banking system and financial markets and going concern threats to investment banks and other financial institutions, the Emergency Economic Stabilization Act of 2008 (the EESA), was signed into law on October 3, 2008. The EESA provides the U.S. Secretary of Treasury with the authority to establish a Troubled Asset Relief Program (TARP), to purchase from financial institutions up to $700 billion of residential or commercial mortgages and any securities, obligations, or other instruments that are based on, or related to, such mortgages, that in each case was originated or issued on or before March 14, 2008. EESA also provides for a program that would allow companies to insure their troubled assets. On February 17, 2009, President Obama signed the American Recovery and Reinvestment Act of 2009 (ARRA), a $787 billion stimulus bill for the purpose of stabilizing the economy by creating jobs, among other things. As of February 25, 2010, the U.S. Treasury is managing or overseeing the following programs under TARP: the Capital Purchase Program (CPP), the Systemically Significant Failing Institutions Program (SSFIP), the Auto Industry Financing Program (AIFP), the Legacy Securities Public-Private Investment Program (S-PPIP) and the Homeowner Affordability and Stability Plan (HASP) which is partially financed by TARP. HASP, also known as The Making Home Affordable Program , offers the following options for homeowners: (1) refinancing mortgage loans through the Home Affordable Refinance Program (HARP), (2) modifying first and second mortgage loans through the Home Affordable Modification Program (HAMP) and the Second Lien Modification Program (2MP) and (3) offering other alternatives to foreclosure through the Home Affordable Foreclosure Alternatives Program (HAFA). According to a U.S. Treasury press releases, HASP, along with other financial stability programs have improved credit conditions as evidenced by statistics such as: 1) near historic lows on residential mortgage rates and 2) stabilization of home prices.

These can be no assurance that the EESA, TARP or other programs will have a beneficial impact on the financial markets or the economy. In addition, the U.S. Government, Federal Reserve and other governmental and regulatory bodies have taken or are considering taking other actions to address the financial crisis. We cannot predict whether or when such actions may occur or what impact, if any, such actions could have on our business, results of operations and financial condition. In fact, such actions may have a significant negative impact on our customers to the extent they benefit only owners of site-built single family housing and not to purchasers of Site Set homes who lease the underlying land and RVs.

Adverse changes in general economic conditions may adversely affected our business.

Our success is dependent upon economic conditions in the U.S. generally, and in the geographic areas in which a substantial number of our Properties are located. Adverse changes in national economic conditions and in the economic conditions of the regions in which we conduct substantial business may have an adverse effect on the real estate values of our Properties and our financial performance and the market price of our common stock.

In a recession or under other adverse economic conditions, non-earning assets and write-downs are likely to increase as debtors fail to meet their payment obligations. Although we maintain reserves for credit losses and an allowance for doubtful accounts in amounts that we believe should be sufficient to provide adequate protection against potential write-downs in our portfolio, these amounts could prove to be insufficient.

Campground Membership Properties Laws and Regulations Could Adversely Affect the Value of Certain Properties and Our Cash Flow.

Many of the states in which the Company does business have laws regulating right-to-use or campground membership sales. These laws generally require comprehensive disclosure to prospective purchasers, and give purchasers the right to rescind their purchase generally between three-to-five days after the date of sale. Some states have laws requiring the Company to register with a state agency and obtain a permit to market. The

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Company is subject to changes, from time to time, in the application or interpretation of such laws that can affect its business or the rights of its members.

In some states, including California, Oregon and Washington, laws place limitations on the ability of the owner of a campground property to close the property unless the customers at the property receive access to a comparable property. The impact of the rights of customers under these laws is uncertain and could adversely affect the availability or timing of sale opportunities or the ability of the Company to realize recoveries from Property sales.

The government authorities regulating the Company s activities have broad discretionary power to enforce and interpret the statutes and regulations that they administer, including the power to enjoin or suspend sales activities, require or restrict construction of additional facilities and revoke licenses and permits relating to business activities. The Company monitors its sales and marketing programs and debt collection activities to control practices that might violate consumer protection laws and regulations or give rise to consumer complaints.

Certain consumer rights and defenses that vary from jurisdiction to jurisdiction may affect the Company s portfolio of contracts receivable. Examples of such laws include state and federal consumer credit and truth-in-lending laws requiring the disclosure of finance charges, and usury and retail installment sales laws regulating permissible finance charges.

In certain states, as a result of government regulations and provisions in certain of the right-to-use or campground membership agreements, the Company is prohibited from selling more than ten memberships per site. At the present time, these restrictions do not preclude the Company from selling memberships in any state. However, these restrictions may limit the Company s ability to utilize Properties for public usage and/or the Company s ability to convert sites to more profitable or predictable uses, such as annual rentals.

Debt Financing, Financial Covenants and Degree of Leverage Could Adversely Affect Our Economic Performance.

Scheduled Debt Payments Could Adversely Affect Our Financial Condition. Our business is subject to risks normally associated with debt financing. The total principal amount of our outstanding indebtedness was approximately $1.5 billion as of December 31, 2009. Our substantial indebtedness and the cash flow associated with serving our indebtedness could have important consequences, including the risks that:

our cash flow could be insufficient to pay distributions at expected levels and meet required payments of principal and interest;

we will be required to use a substantial portion of our cash flow from operations to pay our indebtedness, thereby reducing the availability of our cash flow to fund the implementation of our business strategy, acquisitions, capital expenditures and other general corporate purposes;

our debt service obligations could limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

we may not be able to refinance existing indebtedness (which in virtually all cases requires substantial principal payments at maturity) and, if we can, the terms of such refinancing might not be as favorable as the terms of existing indebtedness;

if principal payments due at maturity cannot be refinanced, extended or paid with proceeds of other capital transactions, such as new equity capital, our cash flow will not be sufficient in all years to repay all maturing debt; and

if prevailing interest rates or other factors at the time of refinancing (such as the possible reluctance of lenders to make commercial real estate loans) result in higher interest rates, increased interest expense would adversely affect cash flow and our ability to service debt and make distributions to stockholders.

Ability to obtain mortgage financing or to refinance maturing mortgages may adversely affect our financial condition. During 2009, we have received financing proceeds from Fannie Mae secured by mortgages on individual manufactured home Properties. The terms of the Fannie Mae financings have been relatively attractive as compared to other potential lenders. If financing proceeds are no longer available from Fannie Mae for any reason or if Fannie Mae terms are no longer attractive, it may adversely affect cash flow and our ability to service debt and make distributions to stockholders.

Financial Covenants Could Adversely Affect Our Financial Condition. If a Property is mortgaged to secure payment of indebtedness and we are unable to meet mortgage payments, the mortgagee could foreclose on the Property, resulting in loss of income and asset value. The mortgages on our Properties contain customary negative covenants, which among other things, limit our ability, without the prior consent of the lender, to further mortgage the Property and to discontinue insurance coverage. In addition, our credit facilities contain certain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including total debt to assets ratios, debt service coverage ratios and minimum ratios of unencumbered assets to unsecured debt. Foreclosure on mortgaged Properties or an inability to refinance existing indebtedness would likely have a negative impact on our financial condition and results of operations.

Our Degree of Leverage Could Limit Our Ability to Obtain Additional Financing. Our debt to market capitalization ratio (total debt as a percentage of total debt plus the market value of the outstanding common stock and Units held by parties other than the Company) was approximately 47% as of December 31, 2009. The degree of leverage could have important consequences to stockholders, including an adverse effect on our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, development or other general corporate purposes, and makes us more vulnerable to a downturn in business or the economy generally.

We Depend on Our Subsidiaries Dividends and Distributions.

Substantially all of our assets are indirectly held through the Operating Partnership. As a result, we have no source of operating cash flow other than from distributions from the Operating Partnership. Our ability to pay dividends to holders of common stock depends on the Operating Partnership s ability first to satisfy its obligations to its creditors and make distributions payable to third party holders of its preferred Units and then to make distributions to MHC Trust and common Unit holders. Similarly, MHC Trust must satisfy its obligations to its creditors and preferred stockholders before making common stock distributions to us.

Stockholders Ability to Effect Changes of Control of the Company is Limited.

Provisions of Our Charter and Bylaws Could Inhibit Changes of Control. Certain provisions of our charter and bylaws may delay or prevent a change of control of the Company or other transactions that could provide our stockholders with a premium over the then-prevailing market price of their common stock or which might otherwise be in the best interest of our stockholders. These include the Ownership Limit described below. Also, any future series of preferred stock may have certain voting provisions that could delay or prevent a change of control or other transaction that might involve a premium price or otherwise be beneficial to our stockholders.

Maryland Law Imposes Certain Limitations on Changes of Control. Certain provisions of Maryland law prohibit business combinations (including certain issuances of equity securities) with any person who beneficially owns 10%or more of the voting power of outstanding common stock, or with an affiliate of the Company who, at any time within the two-year period prior to the date in question, was the owner of 10% or more of the voting power of the outstanding voting stock (an Interested Stockholder), or with an affiliate of an Interested Stockholder. These prohibitions last for five years after the most recent date on which the Interested Stockholder became an Interested Stockholder. After the five-year period, a business combination with an Interested Stockholder must be approved by two super-majority stockholder votes unless, among other conditions, our common stockholders receive a minimum price for their shares and the consideration is received in cash or in the same form as previously paid by the Interested Stockholder for its shares of common stock. The Board of Directors has exempted from these provisions under the Maryland law any business combination with Samuel Zell, who is the Chairman of the Board of the Company, certain holders of Units who received them at the time of our initial public offering, the General Motors Hourly Rate Employees Pension

Trust and the General Motors Salaried Employees Pension Trust, and our officers who acquired common stock at the time we were formed and each and every affiliate of theirs.

We Have a Stock Ownership Limit for REIT Tax Purposes. To remain qualified as a REIT for U.S. federal income tax purposes, not more than 50% in value of our outstanding shares of capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the federal income tax laws applicable to REITs) at any time during the last half of any taxable year. To facilitate maintenance of our REIT qualification, our charter, subject to certain exceptions, prohibits Beneficial Ownership (as defined in our charter) by any single stockholder of more than 5% (in value or number of shares, whichever is more restrictive) of our outstanding capital stock. We refer to this as the Ownership Limit. Within certain limits, our charter permits the Board of Directors to increase the Ownership Limit with respect to any class or series of stock. The Board of Directors, upon receipt of a ruling from the IRS, opinion of counsel, or other evidence satisfactory to the Board of Directors and upon 15 days prior written notice of a proposed transfer which, if consummated, would result in the transferee owning shares in excess of the Ownership Limit, and upon such other conditions as the Board of Directors may direct, may exempt a stockholder from the Ownership Limit. Absent any such exemption, capital stock acquired or held in violation of the Ownership Limit will be transferred by operation of law to us as trustee for the benefit of the person to whom such capital stock is ultimately transferred, and the stockholder s rights to distributions and to vote would terminate. Such stockholder would be entitled to receive, from the proceeds of any subsequent sale of the capital stock transferred to us as trustee, the lesser of (i) the price paid for the capital stock or, if the owner did not pay for the capital stock (for example, in the case of a gift, devise of other such transaction), the market price of the capital stock on the date of the event causing the capital stock to be transferred to us as trustee or (ii) the amount realized from such sale. A transfer of capital stock may be void if it causes a person to violate the Ownership Limit. The Ownership Limit could delay or prevent a change in control of the Company and, therefore, could adversely affect our stockholders ability to realize a premium over the then-prevailing market price for their common stock.

Conflicts of Interest Could Influence the Company s Decisions.

Certain Stockholders Could Exercise Influence in a Manner Inconsistent With the Stockholders Best Interests. As of December 31, 2009, Mr. Samuel Zell and certain affiliated holders beneficially owned approximately 11.9% of our outstanding common stock (in each case including common stock issuable upon the exercise of stock options and the exchange of Units). Mr. Zell is the chairman of the Company s Board of Directors. Accordingly, Mr. Zell has significant influence on our management and operation. Such influence could be exercised in a manner that is inconsistent with the interests of other stockholders.

Mr. Zell and His Affiliates Continue to be Involved in Other Investment Activities. Mr. Zell and his affiliates have a broad and varied range of investment interests, including interests in other real estate investment companies involved in other forms of housing, including multifamily housing. Mr. Zell and his affiliates may acquire interests in other companies. Mr. Zell may not be able to control whether any such company competes with the Company. Consequently, Mr. Zell s continued involvement in other investment activities could result in competition to the Company as well as management decisions, which might not reflect the interests of our stockholders.

Members of Management May Have a Conflict of Interest Over Whether To Enforce Terms of Mr. McAdams s Employment and Noncompetition Agreement. Mr. McAdams is our President and has entered into an employment and noncompetition agreement with us. For the most part these restrictions apply to him both during his employment and for two years thereafter. Mr. McAdams is also prohibited from otherwise disrupting or interfering with our business through the solicitation of our employees or clients or otherwise. To the extent that we choose to enforce our rights under any of these agreements, we may determine to pursue available remedies, such as actions for damages or injunctive relief, less vigorously than we otherwise might because of our desire to maintain our ongoing relationship with Mr. McAdams. Additionally, the non-competition provisions of his agreement, despite being limited in scope and duration, could be difficult to enforce, or may be subject to limited enforcement, should litigation arise over it in the future. See Note 13 in the Notes to Consolidated Financial Statements contained in this Form 10-K.

Risk of Eminent Domain and Tenant Litigation.

We own Properties in certain areas of the country where real estate values have increased faster than rental rates in our Properties either because of locally imposed rent control or long term leases. In such areas, we have learned that certain local government entities have investigated the possibility of seeking to take our Properties by eminent domain at values below the value of the underlying land. While no such eminent domain proceeding has been commenced, and we would exercise all of our rights in connection with any such proceeding, successful condemnation proceedings by municipalities could adversely affect our financial condition. Moreover, certain of our Properties located in California are subject to rent control ordinances, some of which not only severely restrict ongoing rent increases but also prohibit us from increasing rents upon turnover. Such regulation allows customers to sell their homes for a premium representing the value of the future discounted rent-controlled rents. As part of our effort to realize the value of our Properties subject to rent control, we have initiated lawsuits against several municipalities in California. In response to our efforts, tenant groups have filed lawsuits against us seeking not only to limit rent increases, but to be awarded large damage awards. If we are unsuccessful in our efforts to challenge rent control ordinances, it is likely that we will not be able to charge rents that reflect the intrinsic value of the affected Properties. Finally, tenant groups in non-rent controlled markets have also attempted to use litigation as a means of protecting themselves from rent increases reflecting the rental value of the affected Properties. An unfavorable outcome in the tenant group lawsuits could have an adverse impact on our financial condition.

Environmental and Utility-Related Problems Are Possible and Can be Costly.

Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such property. The owner or operator may have to pay a governmental entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. Such laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site.

Environmental laws also govern the presence, maintenance and removal of asbestos. Such laws require that owners or operators of property containing asbestos properly manage and maintain the asbestos, that they notify and train those who may come into contact with asbestos and that they undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building. Such laws may impose fines and penalties on real property owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos fibers.

Utility-related laws and regulations also govern the provision of utility services and operations of water and wastewater treatment facilities. Such laws regulate, for example, how and to what extent owners or operators of property can charge renters for provision of, for example, electricity, and whether and to what extent such utility services can be charged separately from the base rent. Such laws also regulate the operations and performance of water treatment facilities and wastewater treatment facilities. Such laws may impose fines and penalties on real property owners or operators who fail to comply with these requirements.

We Have a Significant Concentration of Properties in Florida and California, and Natural Disasters or Other Catastrophic Events in These or Other States Could Adversely Affect the Value of Our Properties and Our Cash Flow.

As of December 31, 2009, we owned or had an ownership interest in 304 Properties located in 27 states and British Columbia, including 86 Properties located in Florida and 48 Properties located in California. The occurrence of a natural disaster or other catastrophic event in any of these areas may cause a sudden decrease in the value of our Properties. While we have obtained insurance policies providing certain coverage against damage from fire, flood, property damage, earthquake, wind storm and business interruption, these insurance policies contain coverage limits, limits on covered property and various deductible amounts that the Company must pay before insurance proceeds are available. Such insurance may therefore be insufficient to restore our economic position with respect to damage or destruction to our Properties caused by such occurrences. Moreover, each of these coverages must be renewed every year and there is the possibility that all or some of the coverages may not be available at a reasonable cost. In addition, in the event of such natural disaster or other catastrophic event, the process of obtaining reimbursement for covered losses, including the lag between expenditures incurred by us and reimbursements received from the insurance providers, could adversely affect our economic performance.

Market Interest Rates May Have an Effect on the Value of Our Common Stock.

One of the factors that investors consider important in deciding whether to buy or sell shares of a REIT is the distribution rates with respect to such shares (as a percentage of the price of such shares) relative to market interest rates. If market interest rates go up, prospective purchasers of REIT shares may expect a higher distribution rate. Higher interest rates would not, however, result in more funds for us to distribute and, in fact, would likely increase our borrowing costs and potentially decrease funds available for distribution. Thus, higher market interest rates could cause the market price of our publicly traded securities to go down.

We Are Dependent on External Sources of Capital.

To qualify as a REIT, we must distribute to our stockholders each year at least 90% of our REIT taxable income (determined without regard to the deduction for dividends paid and excluding any net capital gain). In addition, we intend to distribute all or substantially all of our net income so that we will generally not be subject to U.S. federal income tax on our earnings. Because of these distribution requirements, it is not likely that we will be able to fund all future capital needs, including for acquisitions, from income from operations. We therefore will have to rely on third-party sources of debt and equity capital financing, which may or may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of things, including conditions in the capital markets generally and the market s perception of our growth potential and our current and potential future earnings. As a result of the current credit crisis it may be difficult for us to meet one or more of the requirements for qualification as a REIT, including but not limited to our distribution requirement. Moreover, additional equity offerings may result in substantial dilution of stockholders interests, and additional debt financing may substantially increase our leverage.

Our Qualification as a REIT is Dependent on Compliance With U.S. Federal Income Tax Requirements.

We believe we have been organized and operated in a manner so as to qualify for taxation as a REIT, and we intend to continue to operate so as to qualify as a REIT for U.S. federal income tax purposes. Qualification as a REIT for U.S. federal income tax purposes, however, is governed by highly technical and complex provisions of the Code for which there are only limited judicial or administrative interpretations. In connection with certain transactions, we have received, and relied, on advice of counsel as to the impact of such transactions on our qualification as a REIT. Our qualification as a REIT requires analysis of various facts and circumstances that may not be entirely within our control, and we cannot provide any assurance that the Internal Revenue Service (the IRS) will agree with our analysis or the analysis of our tax counsel. In particular, the proper federal income tax treatment of right-to-use membership contracts is uncertain and there is no assurance that the IRS will agree with the Company s treatment of such contracts. If the IRS were to disagree with our analysis or our tax counsel s analysis of facts and circumstances, our ability to qualify as a REIT may be adversely affected. These matters can affect our qualification as a REIT. In addition, legislation, new regulations, administrative interpretations or court decisions might significantly change the tax laws with respect to the requirements for qualification as a REIT or the U.S. federal income tax consequences of qualification as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT (and specified relief provisions under the Code were not applicable to such disqualification), we could not deduct distributions to stockholders in computing our net taxable income and we would be subject to U.S. federal income tax on our net taxable income at regular corporate rates. Any U.S. federal income tax payable could include applicable alternative minimum tax. If we had to pay U.S. federal income tax, the amount of money available to distribute to stockholders and pay indebtedness would be reduced for the year or years involved, and we would no longer be required to distribute money to stockholders. In addition, we would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless we were entitled to relief under the relevant statutory provisions. Although we currently intend to operate in a manner designed to allow us to qualify as a REIT, future economic, market, legal, tax or other considerations may cause us to revoke the REIT election.

Interpretation of and Changes to Accounting Policies and Standards Could Adversely Affect Our Reported Financial Results.

Our Accounting Policies and Methods Are the Basis on Which We Report Our Financial Condition and Results of Operations, and They May Require Management to Make Estimates About Matters that Are Inherently Uncertain. Our accounting policies and methods are fundamental to the manner in which we record and report our financial condition and results of operations. Management must exercise judgment in selecting and applying many of these accounting policies and methods in order to ensure that they comply with generally accepted accounting principles and reflect management s judgment as to the most appropriate manner in which to record and report our financial condition and results of operations. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the circumstances yet might result in reporting materially different amounts than would have been reported under a different alternative.

Changes in Accounting Standards Could Adversely Affect Our Reported Financial Results. The bodies that set accounting standards for public companies, including the Financial Accounting Standards Board (FASB), the SEC and others, periodically change or revise existing interpretations of the accounting and reporting standards that govern the way that we report our financial condition and results of operations. These changes can be difficult to predict and can materially impact our reported financial results. In some cases, we could be required to apply a new or revised accounting standard, or a revised interpretation of an accounting standard, retroactively, which could have a negative impact on reported results or result in the restatement of our financial statements for prior periods.

The FASB sets generally accepted accounting principles (GAAP) that we follow to ensure we consistently report our financial condition, results of operations and cash flows. References to GAAP issued by the FASB in this Form 10-K are to the FASB Accounting Standards Codification (the Codification). The FASB finalized the Codification effective for periods ending on or after September 15, 2009. The Codification does not change how the Company accounts for its transactions or the nature of the related disclosures made.

Our Accounting Policies for the Sale of Right-To-Use Contracts Will Result in a Substantial Deferral of Revenue in our Financial Results. Beginning August 14, 2008, the Company began selling right-to-use contracts. Customers who purchase right-to-use contracts are generally required to make an upfront nonrefundable payment to the Company. The Company incurs significant selling and marketing expenses to originate the right-to-use contracts, and the majority of expenses must be expensed in the period incurred, while the related sales revenues are generally deferred and recognized over the expected life of the contract which is estimated based upon historical attrition rates. The expected life of a right-to-use contract is currently estimated to be between one and 31 years. As a result, the Company may incur a loss from the sale of right-to-use contracts, build up a substantial deferred sales revenue liability balance, and recognize substantial non-cash revenue in years subsequent to the original sale. This accounting may make it difficult for investors to interpret the financial results from the sale of right-to-use contracts. The Company submitted correspondence to the Office of the Chief Accountant at the SEC describing the right-to-use contracts and subsequently discussed the revenue recognition policy with respect to the contracts with the SEC. The SEC does not object to the Company s application of the Codification Topic Revenue Recognition (FASB ASC 605) (prior authoritative guidance: Staff Accounting Bulletin 104, Revenue Recognition in Consolidated Financial

Statements, Corrected) with respect to the deferral of the upfront nonrefundable payments received from the sale of right-to-use contracts.

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See Note 2 (n) in the Notes to Consolidated Financial Statements contained in this Form 10-K for the Company s revenue recognition policy.

Item 1B. ***Unresolved Staff Comments***

On December 23, 2009, the SEC sent us a letter with comments on our Proxy Statement and Form 10-K for the year ended December 31, 2008. The comments relate to income statement presentation, segment reporting, the transfer of inventory homes to fixed assets, revenue recognition policies related to right-to-use contracts, footnote disclosure of the Privileged Access acquisition, footnote disclosure of joint venture investments and disclosure of senior management bonus targets. We responded to the SEC s letter on January 25, 2010 and as of February 24, 2010 we have not received a response from the SEC.

Item 2. ***Properties***

General

Our Properties provide attractive amenities and common facilities that create a comfortable and attractive home for our customers, with most offering a clubhouse, a swimming pool, laundry facilities and cable television service. Many also offer additional amenities such as sauna/whirlpool spas, golf courses, tennis, shuffleboard and basketball courts, exercise rooms and various social activities such as concerts. Since most of our customers generally rent our sites on a long-term basis, it is their responsibility to maintain their homes and the surrounding area. It is our role to ensure that customers comply with our Property policies and to provide maintenance of the common areas, facilities and amenities. We hold periodic meetings with our Property management personnel for training and implementation of our strategies. The Properties historically have had, and we believe they will continue to have, low turnover and high occupancy rates.

Property Portfolio

As of December 31, 2009, we owned or had an ownership interest in a portfolio of 304 Properties located throughout the United States and British Columbia containing 110,575 residential sites.

The distribution of our Properties throughout the United States reflects our belief that geographic diversification helps insulate the portfolio from regional economic influences. We intend to target new acquisitions in or near markets where our Properties are located and will also consider acquisitions of Properties outside such markets. Refer to Note 2 (c) of the Notes to Consolidated Financial Statements contained in this Form 10-K.

Bay Indies located in Venice, Florida and Viewpoint located in Mesa, Arizona, our two largest properties as determined by property operating revenues, accounted for approximately 2.0% and 1.9%, respectively, of our total property operating revenues for the year ended December 31, 2009.

The following table sets forth certain information relating to the Properties we owned as of December 31, 2009, categorized by our major markets (excluding Properties owned through joint ventures).

	Develo- pable	Total Number	Total Number of Annual Sites	Annual Site Occupancy	Annual Site Occupancy	A

Address	City	State	ZIP	MH/RV	Acres (c)	Acres (d)	Expansion Sites(e)	of Sites as of 12/31/09	as of 12/31/09	as of 12/31/09	as of 12/31/08	12
38801 Overseas Hwy	Big Pine Key	FL	33043	RV	54			409	55	100.0%	100.0%	$
Five Carriage Cove Way	Daytona Beach	FL	32119	MH	59			418	418	90.2%	91.6%	$
4536 Coquina Crossing Dr.	Elkton	FL	32033	MH	316	26	145	563	563	92.9%	91.1%	$
3165 Old Kings Road South	Flagler Beach	FL	32136	MH	323	181	722	276	276	98.2%	98.6%	$
3345 Old Kings Road South	Flagler Beach	FL	32136	RV	(f)			352	79	100.0%	100.0%	$
3273 N.W. 37th St	Ft. Lauderdale	FL	33309	MH	20			164	164	93.3%	93.3%	$
10550 W. State Road 84	Ft. Lauderdale	FL	33324	MH	60			363	363	89.5%	89.3%	$

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Address	City	State	ZIP	MH/RV	Acres (c)	Develo- pable Acres (d)	Expansion Sites(e)	Total Number of Sites as of 12/31/09	Total Number of Annual Sites as of 12/31/09	Annual Site Occupancy as of 12/31/09	Annu Site Occupa as o 12/31/
V. Oakland Park	Ft. Lauderdale	FL	33311	MH	32			274	274	82.8%	88
V. Oakland Park	Ft. Lauderdale	FL	33311	RV	(f)			131	45	100.0%	100
. Ash Lane	Lantana	FL	33462	MH	102	5		603	603	90.9%	90
NW 62nd Avenue	Margate	FL	33063	MH	121			819	819	86.7%	84
Ianson Avenue	Melbourne	FL	32901	MH	68			349	349	87.7%	87
leming Ave Box	Ormond Beach	FL	32174	MH	43			301	301	87.7%	85
North US Hwy 1	Ormond Beach	FL	32174	RV	69			349	132	100.0%	100
PGA Boulevard	Palm Beach Gardens	FL	33410	MH	55			379	379	84.4%	85
E 48th Street	Pompano Beach	FL	33064	RV	52			762	355	100.0%	100
E 48th street	Pompano Beach	FL	33064	RV	15			148	13	100.0%	100
ring Drive	Port Orange	FL	32129	MH	64			433	433	85.7%	86
. Clyde Morris Blvd	Port Orange	FL	32119	MH	84	4		432	432	100.0%	100
rnes Boulevard	Rockledge	FL	32955	MH	38			208	208	100.0%	100
0th Street	Vero Beach	FL	32966	MH	125			644	644	89.8%	89
Ranch Road	Vero Beach	FL	32966	MH	64			435	435	83.7%	83
.W. 27th Avenue	Vero Beach	FL	32968	MH	20			128	128	17.2%	28
08th Avenue	Vero Beach	FL	32967	RV	30	6	48	300	159	100.0%	100

U.S. Highway 27	Clermont	FL	34711	RV	288			1,255	461	100.0%	100
Hwy 192 West	Clermont	FL	34714	RV	69			471	126	100.0%	100
US Highway 27 S	Clermont	FL	34714	RV	270	30	136	850	72	100.0%	
vocado Lane	Eustis	FL	32726	RV	120			950	362	100.0%	100
Sea Breeze Lane	Grand Island	FL	32735	MH	35			362	362	58.8%	58
V. Irlo Bronson	Kissimmee	FL	34746	MH	124			769	769	93.4%	94
V. Irlo Bronson	Kissimmee	FL	34746	RV	107	43	149	513	149	100.0%	100
Holiday Trail	Kissimmee	FL	34746	RV	59			541			
Dogwood Place	Leesburg	FL	34748	MH	29			202	202	87.6%	90
orest Dr.	Leesburg	FL	34788	MH	290			1,225	1,225	80.7%	80
anford Road	Mt. Dora	FL	32757	MH	14			114	114	80.7%	84
S.W. 27th Ave.	Ocala	FL	34476	MH	62	3		262	262	89.3%	89
N.E. 36th Avenue	Ocala	FL	34479	MH	69			459	459	87.4%	86
E State Rd 44	Wildwood	FL	34785	RV	23			221			
W. Colonial Dr.	Winter Garden	FL	34787	RV	27			350	142	100.0%	100
:											
N.E. Hwy 70	Arcadia	FL	34266	RV	44			379	274	100.0%	100
ay Road NE	Bradenton	FL	34212	RV	42			415	216	100.0%	100
3rd Ave. East	Bradenton	FL	34203	MH	49			292	292	95.9%	95
Gulf to Bay Blvd	Clearwater	FL	33759	MH	12			106	106	86.8%	90
Druid Road East	Clearwater	FL	33764	MH	25			278	278	92.1%	93
East Bay Drive	Clearwater	FL	33764	MH	12			150	150	86.0%	89
US Highway 19 N	Clearwater	FL	33761	MH	19			181	181	89.5%	90

W. Ft. Island Drive	Crystal River	FL	34429	RV	32	260	46	100.0%	100
Main Street	Dunedin	FL	34698	MH	48	379	379	88.4%	90
San Carlos Blvd.	Fort Myers	FL	33908	RV	31	306	88	100.0%	100
San Carlos Blvd.	Fort Myers	FL	33931	RV	25	246	154	100.0%	100
New York Avenue	Hudson	FL	34667	RV	28	392	261	100.0%	100

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dress	City	State	ZIP	MH/RV	Acres (c)	Develo- pable Acres (d)	Expansion Sites(e)	Total Number of Sites as of 12/31/09	Total Number of Annual Sites as of 12/31/09	Annual Site Occupancy as of 12/31/09	Ann Sit Occup as o 12/31
nd Avenue	Largo	FL	33771	MH	50			361	361	97.5%	9
Road	Largo	FL	33771	MH	40			328	328	96.3%	9
ay Drive	Largo	FL	33771	MH	25			227	227	96.9%	9
treet N.W.	Largo	FL	33770	MH	14			160	160	81.3%	8
on Road	Largo	FL	33771	RV	29			293	174	100.0%	10
Road 54	Lutz	FL	33549	RV	27			255	176	100.0%	10
niami Trail	N. Ft. Myers	FL	33903	MH	223	39	162	971	971	98.5%	9
niami Trail	N. Ft. Myers	FL	33903	MH	121			616	616	82.1%	8
ami Trail	N. Ft. Myers	FL	33903	MH	259			896	896	99.7%	9
Lakes Blvd.	N. Ft. Myers	FL	33903	MH	314			584	584	100.0%	10
le Rd.	N. Ft. Myers	FL	33917	RV	90			733	381	100.0%	10
ge Lakes	N. Ft. Myers	FL	33917	MH	214	22	132	453	453	98.0%	9
eveland Ave.	N. Ft. Myers	FL	33903	MH	69			491	491	88.6%	9
y Place Blvd.	New Port Richey	FL	34655	MH	82			515	515	99.6%	9
ar Ave	New Port Richey	FL	34653	MH	66			505	505	96.4%	9
a Ave	New Port Richey	FL	34653	MH	69			471	471	98.1%	9
olonia Lane	Nokomis	FL	34275	MH	34			228	228	94.7%	9
Road East	Nokomis	FL	34275	RV	111			546	430	100.0%	10
Dollar Drive	Odessa	FL	33556	RV	412			459	392	100.0%	10

ore Road	Palmetto	FL	34221	RV	18			203	132	100.0%	10
states Way	Plant City	FL	33565	MH	122			424	424	93.4%	9
states Way	Plant City	FL	33565	MH	140	13	110	799	799	95.6%	9
states Way	Plant City	FL	33565	MH	44			168	168	76.2%	7
ean Road	Port Charlotte	FL	33953	RV	80			528	294	100.0%	10
Store Road	Punta Gorda	FL	33950	RV	78			206	53	100.0%	10
ami Trailem	Punta Gorda	FL	33955	MH	50			294	294	88.1%	8
tle Ave.	Sarasota	FL	34234	MH	74			471	471	94.9%	9
tle Ave.	Sarasota	FL	34234	MH	61			306	306	98.4%	9
ghway 17	South Wauchula	FL	33873	RV	72	38		454	18	100.0%	
ty Line Road	Spring Hill	FL	34609	RV	35			230	197	100.0%	10
ellow Road	St. James City	FL	33956	RV	31			363	81	100.0%	10
ood Ave	Venice	FL	34285	MH	210			1,309	1,309	93.1%	9
River Rd.	Venice	FL	34293	RV	117			647	431	100.0%	10
venue	Zephyrhills	FL	33542	MH	14			140	140	87.1%	9
					7,162	410	1,604	36,802	28,233	93.2%	9
e del Lago	Castroville	CA	95012	MH	54			310	310	95.5%	9
l Avenue	Ceres	CA	95307	MH	20			186	186	94.1%	9

ers Rd	Cloverdale	CA	95425	RV	41			135	10	100.0%	
Gap Dr	Emigrant Gap	CA	95715	RV	551	200		268			
Dakota	Fresno	CA	93722	MH	40			242	242	90.5%	8
en Flat Rd	Groveland	CA	95321	RV	403	30	111	299			

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ddress	City	State	ZIP	MH/RV	Acres (c)	Develo-pable Acres (d)	Expansion Sites(e)	Total Number of Sites as of 12/31/09	Total Number of Annual Sites as of 12/31/09	Annual Site Occupancy as of 12/31/09	Annual Site Occupancy as of 12/31/08
Melba	Lake Tahoe	CA	96150	RV	86	20	200	413			
Los Osos y Rd.,	Los Osos	CA	93402	MH	18			125	125	98.4%	98.4%
Highway	Lotus	CA	95651	RV	22			170	6	100.0%	(b)
mson Rd	Manteca	CA	95337	RV	39			79	8	100.0%	(b)
oralwood	Modesto	CA	95356	MH	22			194	194	76.3%	78.9%
Marcum	Nicolaus	CA	95659	RV	165	82	540	323	4	100.0%	(b)
French Rd	Oregon House	CA	95962	RV	954	507	1,014	541	68	100.0%	(b)
ria Drive	Pacheco	CA	94553	MH	31			283	283	98.9%	100.0%
almetto	Pacifica	CA	94044	RV	12			182			
Newbrook	Riverbank	CA	95367	MH	20			146	146	94.5%	96.6%
Snell ue	San Jose	CA	95136	MH	50			418	418	98.6%	99.3%
Panoche ue	San Jose	CA	95122	MH	30			121	121	98.3%	98.3%
ord Road	San Jose	CA	95138	MH	30			271	271	94.5%	95.2%
	San Jose	CA	95134	MH	88			723	723	93.1%	92.1%

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Perfumo on Road	San Luis Obispo	CA	93405	MH	100			300	300	99.3%	100.0%
osemite	San Rafael	CA	94903	MH	63			396	396	97.5%	97.2%
Delaware ue	Santa Cruz	CA	95060	MH	30			198	198	93.9%	93.9%
isc Drive	Scotts Valley	CA	95066	RV	7			106			
kers N.	Visalia	CA	93291	MH	20			149	149	98.7%	90.6%
Crown Rd	Acton	CA	93510	RV	273	45	182	1,251	23	100.0%	(b)
0 Date Drive	Cathedral City	CA	92234	MH	232	3	24	538	538	97.6%	98.3%
0 Date Drive	Cathedral City	CA	92234	RV	(f)			140			
Highway	Descanso	CA	91916	RV	145	5		146	8	100.0%	(b)
ast ey Ave.	El Cajon	CA	92021	MH	20			158	158	69.0%	65.8%
Hwy 8 ess	El Cajon	CA	92021	MH	19			140	140	97.9%	97.9%
W Florida	Hemet	CA	92545	MH	22			196	196	63.3%	66.5%
Canyon Drive	Idyllwild	CA	92549	RV	191	52	120	287	27	100.0%	(b)
Otay Rd	Jamul	CA	91935	RV	176	10		512	80	100.0%	(b)
Briggs	Menifee	CA	92584	RV	73			529	11	100.0%	(b)
Uvas Rd	Morgan Hill	CA	95037	RV	62			339	17	100.0%	(b)

Silver Place	Oceana	CA	93445	RV	48			215			
Cienega	Paicines	CA	95043	RV	199	23		523	27	100.0%	(b) &r