

SUN COMMUNITIES INC
Form 10-K
March 17, 2008
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File No. 1-12616

SUN COMMUNITIES, INC.

(Exact name of registrant as specified in its charter)

State of Maryland

38-2730780

State of Incorporation

I.R.S. Employer I.D. No.

27777 Franklin Road

Suite 200

Southfield, Michigan 48034

(248) 208-2500

(Address of principal executive offices and telephone number)

Securities Registered Pursuant to Section 12(b) of the Act:

Name of each exchange on which registered:

Common Stock, Par Value \$.01 per Share

New York Stock Exchange

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

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 No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes No

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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of June 30, 2007, the aggregate market value of the Registrant's stock held by non-affiliates was approximately \$482,500,000 (computed by reference to the closing sales price of the Registrant's common stock as of June 30, 2007). For this computation, the Registrant has excluded the market value of all shares of common stock reported as beneficially owned by executive officers and directors of the Registrant; such exclusion shall not be deemed to constitute an admission that any such person is an affiliate of the Registrant.

As of March 1, 2008, there were 18,355,930 shares of the Registrant's common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Registrant's definitive Proxy Statement to be filed for its 2008 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

As used in this report, "Company", "Us", "We", "Our" and similar terms means Sun Communities, Inc., a Maryland corporation, and one or more of its subsidiaries (including the Operating Partnership (as defined below)).

Safe Harbor Statement

This Form 10-K contains various "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, and the Company intends that such forward-looking statements will be subject to the safe harbors created thereby. For this purpose, any statements contained in this filing that relate to prospective events or developments are deemed to be forward-looking statements. Words such as "believes," "forecasts," "anticipates," "intends," "plans," "expects," "may," "will," "could," "should," "estimates," "approximate," "guidance" and similar e intended to identify forward-looking statements. These forward-looking statements reflect the Company's current views with respect to future events and financial performance, but involve known and unknown risks and uncertainties, both general and specific to the matters discussed in this filing. These risks and uncertainties may cause the actual results of the Company to be materially different from any future results expressed or implied by such forward looking statements. Such risks and uncertainties include the national, regional and local economic climates, the ability to maintain rental rates and occupancy levels, competitive market forces, changes in market rates of interest, the ability of manufactured home buyers to obtain financing, the level of repossessions by manufactured home lenders and those risks and uncertainties referenced under the headings entitled "Risk Factors" contained in this Form 10-K and the Company's filings with the Securities and Exchange Commission. The forward-looking statements contained in this Form 10-K speak only as of the date hereof and the Company expressly disclaims any obligation to provide public updates, revisions or amendments to any forward-looking statements made herein to reflect changes in the Company's expectations of future events.

PART I

ITEM 1. BUSINESS

General

We are a self-administered and self-managed real estate investment trust, or REIT. We own, operate, and develop manufactured housing communities concentrated in the midwestern and southeastern United States. We are a fully integrated real estate company which, together with our affiliates and predecessors, have been in the business of acquiring, operating and expanding manufactured housing communities since 1975. As of December 31, 2007, we owned and operated a portfolio of 136 properties located in eighteen states (the "Properties" or "Property"), including 124 manufactured housing communities, four recreational vehicle communities, and eight properties containing both manufactured housing and recreational vehicle sites. As of December 31, 2007, the Properties contained an aggregate of 47,607 developed sites comprised of 42,266 developed manufactured home sites and 5,341 recreational vehicle sites and an additional 6,588 manufactured home sites suitable for development. In order to enhance property performance and cash flow, the Company, through Sun Home Services, Inc., a Michigan corporation ("SHS"), actively markets, sells and leases new and pre-owned manufactured homes for placement in the Properties.

Our executive and principal property management office is located at 27777 Franklin Road, Suite 200, Southfield, Michigan 48034 and our telephone number is (248) 208-2500. We have regional property management offices located in Austin, Texas; Dayton, Ohio; Grand Rapids, Michigan; Elkhart, Indiana; and Orlando, Florida, and we employed an aggregate of 646 people as of December 31, 2007.

Our website address is www.suncommunities.com and we make available, free of charge, on or through our website all of our periodic reports, including our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as soon as reasonably practicable after we file such reports with the Securities and Exchange Commission.

Recent Developments

Change in Date of Annual Meeting. In the past, the Company has typically held its annual meeting of shareholders (the "Annual Meeting") during the third week of May. This year the Company will hold its Annual Meeting on July 18. In future years, the Company intends to hold the Annual Meeting during the month of July. The Company intends to file its proxy statement for the 2008 Annual Meeting on or about April 30, 2008. Due to the timing of the filing of the proxy statement, the deadline for submitting shareholder proposal for consideration at the 2008 Annual Meeting will not be extended.

Change in Management. As announced on February 6, 2008, the Company appointed Karen J. Dearing, who has served as the Company's Corporate Controller since 2002, as the Company's Chief Financial Officer, and John B. McLaren, previously Senior Vice President of Home Sales and Leasing, as Chief Operating Officer. Ms. Dearing and Mr. McLaren succeed Jeffrey P. Jorissen, former Chief Financial Officer, and Brian W. Fannon, former Chief Operating Officer, who remain with the Company as Senior Advisor to Senior Management and President, respectively.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Investment in Affiliate. The Company recognized a \$1.9 million impairment to the carrying value of its investment in Origen Financial, Inc. (“Origen”) at December 31, 2007. Also, included in equity loss from affiliate in 2007 is an \$8.0 million loss attributable to the Company’s portion of Origen’s goodwill and investment impairment charges of \$32.3 million and \$9.2 million, respectively. On March 13, 2008, Origen announced that recent and current conditions in the credit markets have adversely impacted Origen’s business and financial condition to the extent that it has determined to suspend loan originations for its own account and has taken steps to right-size its work force. Origen also announced that: (a) its warehouse facility expires on March 14, 2008, and Origen expects to sell its loans that collateralize this facility and use most of the proceeds to pay off the warehouse line; (b) approximately \$50.0 million under its supplemental facility, which expires March 14, 2008, has been extended to June 13, 2008, subject to certain conditions; and (c) its Board of Directors is assessing possible courses of action, including continuation of a pared down business, possible sale of certain assets or possible sale of the entire company.

Share-based Compensation. As of December 30, 2007, the Company modified certain terms of performance-based restricted stock and phantom performance-based liability awards to key executives which were to be earned based on compounded annual growth in FFO per diluted share/OP unit over a five year period. In March 2008, the awards were cancelled.

Debt. In January of 2007, the Company completed financings of \$17.5 million and \$20.0 million at interest rates of 5.842 percent and 5.825 percent, respectively. The loans are secured by two properties and have interest only payments for a term of 10 years. The proceeds from both financings were used to pay down the Company’s revolving line of credit.

In April of 2007, the Company extended \$15.8 million of debt with an original maturity date of April 1, 2007. The transaction extended the maturity date of the debt until April 1, 2012, and reduced the spread over LIBOR by 0.25 percent. As part of the transaction the Company paid down the principal balance of the debt by \$1.0 million. The transaction was accounted for as a modification of debt.

Mortgage Note Receivable. On March 1, 2007, a \$13.5 million mortgage note receivable was repaid by the borrower.

Structure of the Company

Structured as an umbrella partnership REIT, or UPREIT, Sun Communities Operating Limited Partnership, a Michigan limited partnership (the “Operating Partnership”), is the entity through which we conduct substantially all of our operations, and which owns, either directly or indirectly through subsidiaries, all of our assets (the subsidiaries, collectively with the Operating Partnership, the “Subsidiaries”). This UPREIT structure enables us to comply with certain complex requirements under the Federal tax rules and regulations applicable to REITs, and to acquire manufactured housing communities in transactions that defer some or all of the sellers’ tax consequences. We are the sole general partner of, and, as of December 31, 2007, held approximately 88.8% of the interests (not including preferred limited partnership interests) in, the Operating Partnership. The Subsidiaries also include SHS, which provides manufactured home sales and other services to current and prospective tenants of the Properties.

The Manufactured Housing Community Industry

A manufactured housing community is a residential subdivision designed and improved with sites for the placement of manufactured homes and related improvements and amenities. Manufactured homes are detached, single-family homes which are produced off-site by manufacturers and installed on sites within the community. Manufactured homes are available in a wide array of designs, providing owners with a level of customization generally unavailable in other forms of multifamily housing.

Modern manufactured housing communities, such as the Properties, contain improvements similar to other garden-style residential developments, including centralized entrances, paved streets, curbs and gutters, and parkways. In addition, these communities also often provide a number of amenities, such as a clubhouse, a swimming pool, shuffleboard courts, tennis courts, laundry facilities and cable television service.

The owner of each home on our Properties leases the site on which the home is located. We own the underlying land, utility connections, streets, lighting, driveways, common area amenities and other capital improvements and are responsible for enforcement of community guidelines and maintenance. Some of the Properties provide water and sewer service through public or private utilities, while others provide these services to residents from on-site facilities. Each owner within our Properties is responsible for the maintenance of the home and leased site. As a result, capital expenditure needs tend to be less significant, relative to multi-family rental apartment complexes.

Property Management

Our property management strategy emphasizes intensive, hands-on management by dedicated, on-site district and community managers. We believe that this on-site focus enables us to continually monitor and address tenant concerns, the performance of competitive properties and local market conditions. Of the 646 Company employees, approximately 537 are located on-site as property managers, support staff, or maintenance personnel.

Throughout 2007, our community managers were overseen by Brian W. Fannon, Chief Operating Officer, who has 38 years of property management experience, three Senior Vice Presidents of Operations and thirteen Regional Vice Presidents. In addition, the Regional Vice Presidents are responsible for semi-annual market surveys of competitive communities, interaction with local manufactured home dealers and regular property inspections. In February 2008, Mr. Fannon was named President of the Company and was succeeded as Chief Operating Officer by John B. McLaren.

Each district or community manager performs regular inspections in order to continually monitor the Property's physical condition and provides managers with the opportunity to understand and effectively address tenant concerns. In addition to a district or community manager, each district or property has an on-site maintenance personnel and management support staff. We hold periodic training sessions for all property management personnel to ensure that management policies are implemented effectively and professionally.

Home Sales and Leasing

SHS is in the manufactured home market offering manufactured home sales and leasing services to tenants and prospective tenants of our communities. Since tenants often purchase a home already on-site within a community, such services enhance occupancy and property performance. Additionally, because many of the homes on the Properties are sold through SHS, better control of home quality in our communities can be maintained than if sales services were conducted solely through third-party brokers. In recent years SHS also began leasing homes to prospective tenants. At December 31, 2007, SHS had 5,328 occupied leased homes in its portfolio. Homes for this rental program are purchased at discounted rates from finance companies that hold repossessed homes within the Company's communities. New homes are purchased as necessary to supplement these repossessed home purchases. Leases associated with the rental program are, in general, one year leases. This program requires intensive management of costs associated with repair and refurbishment of these homes as the tenants vacate and the homes are re-leased, similar to apartment rentals. The Company has added Repair and Service Supervisors in areas with high concentrations of rental homes to aggressively pursue cost containment programs. The program is a strategic response to capture the value inherent in the purchase of substantially discounted repossessed homes in the Company's communities. The growth of the leasing program has slowed as new repossessions appear to have peaked. Additional reductions in the leasing program may occur as rental homes are sold.

Regulations and Insurance

General. Manufactured housing community properties are subject to various laws, ordinances and regulations, including regulations relating to recreational facilities such as swimming pools, clubhouses and other common areas. We believe that each Property has the necessary operating permits and approvals.

Insurance. Our management believes that the Properties are covered by adequate fire, flood, property and business interruption insurance provided by reputable companies with commercially reasonable deductibles and limits. We maintain a blanket policy that covers all of our Properties. We have obtained title insurance insuring fee title to the Properties in an aggregate amount which we believe to be adequate.

Corporate Governance

We have implemented the following corporate governance initiatives to address certain legal requirements promulgated under the Sarbanes-Oxley Act of 2002, as well as the New York Stock Exchange corporate governance listing standards:

- Our Board of Directors has determined that each member of the Audit Committee (Clunet R. Lewis, Robert H. Naftaly and Stephanie W. Bergeron), qualify as “audit committee financial experts” as such term is defined under Item 401 of Regulation S-K. Mr. Lewis, Mr. Naftaly and Ms. Bergeron are “independent” as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act.
- Our Audit Committee adopted our Audit and Non-Audit Services Pre-Approval Policy, which sets forth the procedures and the conditions pursuant to which permissible services to be performed by our independent public accountants may be pre-approved.
- Our Board of Directors adopted a Financial Code of Ethics for Senior Financial Officers, which governs the conduct of our senior financial officers. A copy of this code is available on our website at www.suncommunities.com under the heading “Investor Relations”, “Officers and Directors” and subheading “Governance Documents” and is also available in print to any stockholder upon written request addressed to Investor Relations, Sun Communities, Inc., 27777 Franklin Road, Suite 200, Southfield, Michigan 48034.
- Our Board of Directors established and adopted charters for each of its Audit, Compensation and Nominating and Corporate Governance Committees. Each committee is comprised of three (3) independent directors. A copy of each of these charters is available on our website at www.suncommunities.com under the heading “Investor Relations”, “Officers and Directors” and subheading “Governance Documents” and is also available in print to any stockholder upon written request addressed to Investor Relations, Sun Communities, Inc., 27777 Franklin Road, Suite 200, Southfield, Michigan 48034.
- Our Board of Directors adopted a Code of Business Conduct and Ethics, which governs business decisions made and actions taken by our directors, officers and employees. A copy of this code is available on our website at www.suncommunities.com under the heading “Investor Relations”, “Officers and Directors” and subheading “Governance Documents” and is also available in print to any stockholder upon written request addressed to Investor Relations, Sun Communities, Inc., 27777 Franklin Road, Suite 200, Southfield, Michigan 48034.
- Our Board of Directors adopted Corporate Governance Guidelines, a copy of which is available on our website at www.suncommunities.com under the heading “Investor Relations”, “Officers and Directors” and subheading “Governance Documents” and is also available in print to any stockholder upon written request addressed to Investor Relations, Sun Communities, Inc., 27777 Franklin Road, Suite 200, Southfield, Michigan 48034.

ITEM 1A. RISK FACTORS

Risk Factors

Our prospects are subject to certain uncertainties and risks. Our future results could differ materially from current results, and our actual results could differ materially from those projected in forward-looking statements as a result of certain risk factors. These risk factors include, but are not limited to, those set forth below, other one-time events, and important factors disclosed previously and from time to time in other Company filings with the Securities and Exchange Commission. This report contains certain forward-looking statements.

Real Estate Risks

General economic conditions and the concentration of our properties in Michigan, Florida, and Indiana may affect our ability to generate sufficient revenue.

The market and economic conditions in our current markets generally, and specifically in metropolitan areas of our current markets, may significantly affect manufactured home occupancy or rental rates. Occupancy and rental rates, in turn, may significantly affect our revenues, and if our communities do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay or refinance our debt obligations could be adversely affected. We derived significant amounts of rental income for the period ended December 31, 2007 from properties located in Michigan, Florida, and Indiana. As of December 31, 2007, 47 of our 136 Properties, or approximately 30% of developed sites, are located in Michigan, 19 Properties, or approximately 21% of developed sites, are located in Florida, and 18 Properties, or approximately 14% of developed sites, are located in Indiana. As a result of the geographic concentration of our Properties in Michigan, Florida, and Indiana, we are exposed to the risks of downturns in the local economy or other local real estate market conditions which could adversely affect occupancy rates, rental rates and property values of properties in these markets.

The following factors, among others, may adversely affect the revenues generated by our communities:

- the national and local economic climate which may be adversely impacted by, among other factors, plant closings and industry slowdowns;
- local real estate market conditions such as the oversupply of manufactured housing sites or a reduction in demand for manufactured housing sites in an area;
- the number of repossessed homes in a particular market;
- the lack of an established dealer network;
- the rental market which may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates;

- the perceptions by prospective tenants of the safety, convenience and attractiveness of the Properties and the neighborhoods where they are located;

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

- zoning or other regulatory restrictions;
- competition from other available manufactured housing sites and alternative forms of housing (such as apartment buildings and site-built single-family homes);
- our ability to provide adequate management, maintenance and insurance;
- increased operating costs, including insurance premiums, real estate taxes and utilities; or
- the enactment of rent control laws or laws taxing the owners of manufactured homes.

Our income would also be adversely affected if tenants were unable to pay rent or if sites were unable to be rented on favorable terms. If we were unable to promptly relet or renew the leases for a significant number of the sites, or if the rental rates upon such renewal or reletting were significantly lower than expected rates, then our business and results of operations could be adversely affected. In addition, certain expenditures associated with each equity investment (such as real estate taxes and maintenance costs) generally are not reduced when circumstances cause a reduction in income from the investment. Furthermore, real estate investments are relatively illiquid and, therefore, will tend to limit our ability to vary our portfolio promptly in response to changes in economic or other conditions.

Competition affects occupancy levels and rents which could adversely affect our revenues.

All of our Properties are located in developed areas that include other manufactured housing community properties. The number of competitive manufactured housing community properties in a particular area could have a material adverse effect on our ability to lease sites and increase rents charged at our Properties or at any newly acquired properties. We may be competing with others with greater resources and whose officers and directors have more experience than our officers and directors. In addition, other forms of multi-family residential properties, such as private and federally funded or assisted multi-family housing projects and single-family housing, provide housing alternatives to potential tenants of manufactured housing communities.

Our ability to sell or lease manufactured homes may be affected by various factors, which may in turn adversely affect our profitability.

SHS is in the manufactured home market offering manufactured home sales and leasing services to tenants and prospective tenants of our communities. The market for the sale and lease of manufactured homes may be adversely affected by the following factors:

- downturns in economic conditions which adversely impact the housing market;
- an oversupply of, or a reduced demand for, manufactured homes;

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

- the difficulty facing potential purchasers in obtaining affordable financing as a result of heightened lending criteria; and
- an increase or decrease in the rate of manufactured home repossessions which provide aggressively priced competition to new manufactured home sales.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Any of the above listed factors could adversely impact our rate of manufactured home sales and leases, which would result in a decrease in profitability.

Increases in taxes and regulatory compliance costs may reduce our revenue.

Costs resulting from changes in real estate laws, income taxes, service or other taxes, generally are not passed through to tenants under leases and may adversely affect our funds from operations and our ability to pay or refinance our debt. Similarly, changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures, which would adversely affect our business and results of operations.

We may not be able to integrate or finance our development activities.

From time to time, we engage in the construction and development of new communities, and may continue to engage in the development and construction business in the future. Our development and construction business may be exposed to the following risks which are in addition to those risks associated with the ownership and operation of established manufactured housing communities:

- we may not be able to obtain financing with favorable terms for community development which may make us unable to proceed with the development;
- we may be unable to obtain, or face delays in obtaining, necessary zoning, building and other governmental permits and authorizations, which could result in increased costs and delays, and even require us to abandon development of the community entirely if we are unable to obtain such permits or authorizations;
- we may abandon development opportunities that we have already begun to explore and as a result we may not recover expenses already incurred in connection with exploring such development opportunities;
- we may be unable to complete construction and lease-up of a community on schedule resulting in increased debt service expense and construction costs;
- we may incur construction and development costs for a community which exceed our original estimates due to increased materials, labor or other costs, which could make completion of the community uneconomical and we may not be able to increase rents to compensate for the increase in development costs which may impact our profitability;
- we may be unable to secure long-term financing on completion of development resulting in increased debt service and lower profitability; and
- occupancy rates and rents at a newly developed community may fluctuate depending on several factors, including market and economic conditions, which may result in the community not being profitable.

If any of the above occurred, our business and results of operations could be adversely affected.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

We may not be able to integrate or finance our acquisitions and our acquisitions may not perform as expected.

We acquire and intend to continue to acquire manufactured housing communities on a select basis. Our acquisition activities and their success are subject to the following risks:

- we may be unable to acquire a desired property because of competition from other well capitalized real estate investors, including both publicly traded real estate investment trusts and institutional investment funds;
- even if we enter into an acquisition agreement for a property, it is usually subject to customary conditions to closing, including completion of due diligence investigations to our satisfaction, which may not be satisfied;
- even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price;
- we may be unable to finance acquisitions on favorable terms;
- acquired properties may fail to perform as expected;
- acquired properties may be located in new markets where we face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

If any of the above occurred, our business and results of operations could be adversely affected.

In addition, we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were to be asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle it, which could adversely affect our cash flow.

Rent control legislation may harm our ability to increase rents.

State and local rent control laws in certain jurisdictions may 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. Certain Properties are located, and we may purchase additional properties, in markets that are either subject to rent control or in which rent-limiting legislation exists or may be enacted.

We may be subject to environmental liability.

Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate is liable for the costs of removal or remediation of certain hazardous substances at, on, under or in such property. Such laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous substances. The presence of such substances, or the failure to properly remediate such substances, may adversely affect the owner's ability to sell or rent such property, to borrow using such property as collateral or to develop such property. Persons who arrange for the disposal or treatment of hazardous substances also may be liable for the costs of removal or remediation of such substances at a disposal or treatment facility owned or operated by another person. In addition, certain environmental laws impose liability for the management and disposal of asbestos-containing materials and for the release of such materials into the air. These laws may provide for third parties to seek recovery from owners or operators of real properties for personal injury associated with asbestos-containing materials. In connection with the ownership, operation, management, and development of real properties, we may be considered an owner or operator of such properties and, therefore, are potentially liable for removal or remediation costs, and also may be liable for governmental fines and injuries to persons and property. When we arrange for the treatment or disposal of hazardous substances at landfills or other facilities owned by other persons, we may be liable for the removal or remediation costs at such facilities.

All of the Properties have been subject to a Phase I or similar environmental audit (which involves general inspections without soil sampling or ground water analysis) completed by independent environmental consultants. These environmental audits have not revealed any significant environmental liability that would have a material adverse effect on our business. These audits cannot reflect conditions arising after the studies were completed, and no assurances can be given that existing environmental studies reveal all environmental liabilities, that any prior owner or operator of a property or neighboring owner or operator did not create any material environmental condition not known to us, or that a material environmental condition does not otherwise exist as to any one or more Properties.

Losses in excess of our insurance coverage or uninsured losses could adversely affect our cash flow.

We maintain comprehensive liability, fire, flood (where appropriate), extended coverage, and rental loss insurance on the Properties with policy specifications, limits, and deductibles which are customarily carried for similar properties. As a result of market conditions in the insurance industry, we carry a \$250,000 deductible on our liability insurance. Certain types of losses, however, may be either uninsurable or not economically insurable, such as losses due to earthquakes, riots, or acts of war. In the event an uninsured loss occurs, we could lose both our investment in and anticipated profits and cash flow from the affected property. Any loss would adversely affect our ability to repay our debt.

Financing and Investment Risks

Our significant amount of debt could limit our operational flexibility or otherwise adversely affect our financial condition.

We have a significant amount of debt. As of December 31, 2007, we had approximately \$1.2 billion of total debt outstanding, consisting of approximately \$1.1 billion in debt that is collateralized by mortgage liens on 103 of the Properties (the "Mortgage Debt"), and approximately \$135.2 million in unsecured debt. If we fail to meet our obligations under the Mortgage Debt, the lender would be entitled to foreclose on all or some of the Properties securing such debt which could have a material adverse effect on us and our ability to make expected distributions, and could threaten our continued viability.

We are subject to the risks normally associated with debt financing, including the following risks:

- our cash flow may be insufficient to meet required payments of principal and interest, or require us to dedicate a substantial portion of our cash flow to pay our debt and the interest associated with our debt rather than to other areas of our business;
- our existing indebtedness may limit our operating flexibility due to financial and other restrictive covenants, including restrictions on incurring additional debt;
- it may be more difficult for us to obtain additional financing in the future for our operations, working capital requirements, capital expenditures, debt service or other general requirements;
- we may be more vulnerable in the event of adverse economic and industry conditions or a downturn in our business;
- we may be placed at a competitive disadvantage compared to our competitors that have less debt; and
- we may not be able to re-finance at all or on favorable terms, as our debt matures.

If any of the above risks occurred, our financial condition and results of operations could be materially adversely affected.

We may be able to incur substantially more debt which would increase the risks associated with our substantial leverage.

Despite our current indebtedness levels, we may still be able to incur substantially more debt in the future. If new debt is added to our current debt levels, an even greater portion of our cash flow will be needed to satisfy our debt service obligations. As a result, the related risks that we now face could intensify and increase the risk of a default on our indebtedness.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Our equity investment in Origen Financial, Inc., may subject us to certain risks.

In October 2003, we purchased 5,000,000 shares of common stock of Origen Financial Inc. (“Origen”), (representing approximately 19% of the issued and outstanding shares of common stock as of December 31, 2007) for \$50 million. Origen is a publicly traded real estate investment trust in the business of originating and servicing manufactured home loans. Our equity investment in Origen is subject to all of the risks associated with Origen’s business, including the availability of credit to fund new loans and for the periodic securitization of pools of loans that were previously originated. On March 13, 2008, Origen announced that the deterioration of the credit markets has adversely impacted Origen’s business and financial condition to the extent that it cannot continue to operate in the manner that it has previously conducted itself, which may have a material adverse effect on the value of our investment in Origen.. The Company recorded an impairment to the carrying value in its investment in Origen of \$1.9 million and \$18.0 million at December 31, 2007 and 2006, respectively. Additional information is included under “Recent Developments-Investment in Affiliate” and in Footnote 1.g. to our consolidated financial statements included herein.

The financial condition and solvency of our borrowers and the market value of our properties may adversely affect our investments in real estate, installment and other loans.

As of December 31, 2007, we had outstanding approximately \$30.6 million in installment loans to owners of manufactured homes. These installment loans are collateralized by the manufactured homes. We may invest in additional mortgages and installment loans in the future. By virtue of our investment in the mortgages and the loans, we are subject to the following risks of such investment:

- the borrowers may not be able to make debt service payments or pay principal when due;
- the value of property securing the mortgages and loans may be less than the amounts owed; and
- interest rates payable on the mortgages and loans may be lower than our cost of funds.

If any of the above occurred, our business and results of operations could be adversely affected.

Tax Risks

We may suffer adverse tax consequences and be unable to attract capital if we fail to qualify as a REIT.

We believe that since our taxable year ended December 31, 1994, we have been organized and operated, and intend to continue to operate, so as to qualify for taxation as a REIT under the Internal Revenue Code (“Code”). Although we believe that we have been and will continue to be organized and have operated and will continue to operate so as to qualify for taxation as a REIT, we cannot assure you that we have been or will continue to be organized or operated in a manner to so qualify or remain so qualified. Qualification as a REIT involves the satisfaction of numerous requirements (some on an annual and quarterly basis) established under highly technical and complex Code provisions for which there are only limited judicial or administrative interpretations, and involves the determination of various factual matters and circumstances not entirely within our control. In addition, frequent changes occur in the area of REIT taxation, which require the Company continually to monitor its tax status.

If we fail to qualify as a REIT in any taxable year, we would be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Moreover, unless entitled to relief under certain statutory provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. This treatment would reduce our net earnings available for investment or distribution to stockholders because of the additional tax liability to us for the years involved. In addition, distributions to stockholders would no longer be required to be made. Even if we qualify for and maintain our REIT status, we will be subject to certain federal, state and local taxes on our property and certain of our operations.

We intend for the Operating Partnership to qualify as a partnership, but we cannot guarantee that it will qualify.

We believe that the Operating Partnership has been organized as a partnership and will qualify for treatment as such under the Code. However, if the Operating Partnership is deemed to be a “publicly traded partnership,” it will be treated as a corporation instead of a partnership for federal income tax purposes unless at least 90% of its income is qualifying income as defined in the Code. The income requirements applicable to REITs and the definition of “qualifying income” for purposes of this 90% test are similar in most respects. Qualifying income for the 90% test generally includes passive income, such as specified types of real property rents, dividends and interest. We believe that the Operating Partnership would meet this 90% test, but we cannot guarantee that it would. If the Operating Partnership were to be taxed as a corporation, it would incur substantial tax liabilities, we would fail to qualify as a REIT for federal income tax purposes, and our ability to raise additional capital could be significantly impaired.

Our ability to accumulate cash is restricted due to certain REIT distribution requirements.

In order to qualify as a REIT, we must distribute to our stockholders at least 90% of our REIT taxable income (calculated without any deduction for dividends paid and excluding net capital gain) and to avoid federal income taxation, our distributions must not be less than 100% of our REIT taxable income, including capital gains. As a result of the distribution requirements, we do not expect to accumulate significant amounts of cash. Accordingly, these distributions could significantly reduce the cash available to us in subsequent periods to fund our operations and future growth.

Business Risks

Some of our directors and officers may have conflicts of interest with respect to certain related party transactions and other business interests.

Ownership of Origen. In October, 2003, the Company purchased 5,000,000 shares of Origen common stock for \$50 million and Shiffman Origen LLC (which is owned by the Milton M. Shiffman Spouse's Marital Trust, Gary A. Shiffman (the Company's Chief Executive Officer), and members of Mr. Shiffman's family) purchased 1,025,000 shares of Origen common stock for \$10.25 million. Gary A. Shiffman is a member of the board of directors of Origen and Arthur A. Weiss, a director of the Company, is a trustee of the Milton M. Shiffman Spouse's Marital Trust.

Accordingly, in all transactions involving Origen, Mr. Shiffman and/or Mr. Weiss may have a conflict of interest with respect to their respective obligations as an officer and/or director of the Company. The following are the current transactions and agreements involving Origen which may present a conflict of interest for Mr. Shiffman or Mr. Weiss:

- Origen Servicing Inc., a wholly owned subsidiary of Origen, services approximately \$30.6 million of manufactured home loans for the Company as of December 31, 2007, for an annual servicing fee of 100 to 150 basis points of the outstanding principal balance of the loans pursuant to a Loan Servicing Agreement.
- Origen has agreed to fund loans that meet the Company's underwriting guidelines and then transfer those loans at par to the Company pursuant to a Loan Origination, Sale and Purchase Agreement. During 2007 and 2006, the Company purchased \$13.3 million and \$7.9 million of these loans, respectively.
- The Company purchases certain repossessed manufactured houses owned by Origen located in its manufactured housing communities. The Company purchased approximately \$1.1 million and \$1.2 million of repossessed homes from Origen during 2007 and 2006. This program allows the Company to retain homes for resale and rent in its communities.
- As noted above, Origen services manufactured home loans for the Company under a Loan Servicing Agreement. Certain loans may, from time to time, be sold to Origen. For loans that are made below published rates, the Company will pay Origen the interest differential between market rates and the rate paid by the borrower for any such loans sold to Origen. In 2006, the Company sold a portfolio of installment loans on manufactured homes totaling approximately \$4.1 million to a wholly-owned subsidiary of Origen Financial, Inc. for 100.5 percent of the principal balance for loans that were 89 days or less delinquent and 100 percent of the principal balance for loans that were 90 days or more delinquent. The Company recognized a gain on the sale of these notes of \$0.02 million.

Tax Consequences Upon Sale of Properties. Gary A. Shiffman holds limited partnership interests in the Operating Partnership which were received in connection with the contribution of 24 properties (four of which have been sold) from partnerships previously affiliated with him (the "Sun Partnerships"). Prior to any redemption of these limited partnership interests for our common stock, Mr. Shiffman will have tax consequences different from those of us and our public stockholders on the sale of any of the Sun Partnerships. Therefore, Mr. Shiffman and the Company may have different objectives regarding the appropriate pricing and timing of any sale of those properties.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Lease of Executive Offices. Gary A. Shiffman, together with certain family members, indirectly owns approximately a 21 percent equity interest in American Center LLC, the entity from which we lease office space for our principal executive offices. Arthur A. Weiss owns a 0.75 percent indirect interest in American Center LLC. This lease was for an initial term of five years, beginning May 1, 2003, with the right to extend the lease for an additional five year term. On July 30, 2007 the Company exercised its option to extend its lease for its executive offices. The extension is for a period of five years commencing on May 1, 2008. The base rent for the option term will continue to be the same as the rent payable at the end of the current term. The current annual base rent under the current lease is \$21.50 per square foot (gross). Mr. Shiffman and Mr. Weiss may have a conflict of interest with respect to their obligations as an officer and/or director of the Company and their ownership interest in American Center LLC.

We rely on key management.

We are dependent on the efforts of our executive officers, particularly Gary A. Shiffman, Brian W. Fannon, John B. McLaren, Karen J. Dearing and Jonathan M. Colman (together, the "Senior Officers"). As disclosed under "Legal Proceedings," the SEC has initiated civil action against three of our employees, including Mr. Shiffman, with respect to our accounting of the SunChamp LLC, ("SunChamp"), investment during 2000, 2001 and 2002. The defense of this civil action may divert the time and attention of these employees, be costly to the Company and/or result in the loss of services, or change in duties, of one or more of these employees. The loss of services of one or more of our executive officers could have a temporary adverse effect on our operations. We do not currently maintain or contemplate obtaining any "key-man" life insurance on the Senior Officers.

Certain provisions in our governing documents may make it difficult for a third-party to acquire us.

9.8% Ownership Limit. In order to qualify and maintain our qualification as a REIT, not more than 50% of the outstanding shares of our capital stock may be owned, directly or indirectly, by five or fewer individuals. Thus, ownership of more than 9.8% of our outstanding shares of common stock by any single stockholder has been restricted, with certain exceptions, for the purpose of maintaining our qualification as a REIT under the Code. Such restrictions in our charter do not apply to Gary Shiffman, the Milton M. Shiffman Spouse's Marital Trust and the Estate of Robert B. Bayer.

The 9.8% ownership limit, as well as our ability to issue additional shares of common stock or shares of other stock (which may have rights and preferences over the common stock), may discourage a change of control of the Company and may also: (1) deter tender offers for the common stock, which offers may be advantageous to stockholders; and (2) limit the opportunity for stockholders to receive a premium for their common stock that might otherwise exist if an investor were attempting to assemble a block of common stock in excess of 9.8% of the outstanding shares of the Company or otherwise effect a change of control of the Company.

Staggered Board. Our Board of Directors has been divided into three classes of directors. The term of one class will expire each year. Directors for each class will be chosen for a three-year term upon the expiration of such class's term, and the directors in the other two classes will continue in office. The staggered terms for directors may affect the stockholders' ability to change control of the Company even if a change in control were in the stockholders' interest.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Preferred Stock. Our charter authorizes the Board of Directors to issue up to 10,000,000 shares of preferred stock and to establish the preferences and rights (including the right to vote and the right to convert into shares of common stock) of any shares issued. The power to issue preferred stock could have the effect of delaying or preventing a change in control of the Company even if a change in control were in the stockholders' interest.

Rights Plan. We adopted a stockholders' rights plan in 1998 that provides our stockholders (other than a stockholder attempting to acquire a 15% or greater interest in the Company) with the right to purchase stock in the Company at a discount in the event any person attempts to acquire a 15% or greater interest in the Company. Because this plan could make it more expensive for a person to acquire a controlling interest in the Company, it could have the effect of delaying or preventing a change in control of the Company even if a change in control were in the stockholders' interest. The rights will expire at the close of business on June 8, 2008, unless earlier redeemed or exchanged by the Company.

Changes in our investment and financing policies may be made without stockholder approval.

Our investment and financing policies, and our policies with respect to certain other activities, including our growth, debt, capitalization, distributions, REIT status, and operating policies, are determined by our Board of Directors. Although the Board of Directors has no present intention to do so, these policies may be amended or revised from time to time at the discretion of the Board of Directors without notice to or a vote of our stockholders. Accordingly, stockholders may not have control over changes in our policies and changes in our policies may not fully serve the interests of all stockholders.

Substantial sales of our common stock could cause our stock price to fall.

Sales of a substantial number of shares of our common stock, or the perception that such sales could occur, could adversely affect prevailing market prices for shares. As of December 31, 2007, up to approximately 2,828,000 shares of our common stock may be issued in the future to the limited partners of the Operating Partnership in exchange for their Common or Convertible Preferred OP Units. The Preferred OP Units are convertible at \$68. The limited partners may sell such shares pursuant to registration rights or an available exemption from registration. In 2008 and 2009, Water Oak, Ltd., a former owner of one of the Properties, may be issued Common OP Units with a value of approximately \$1,250,000. In addition, as of December 31, 2007, options to purchase 286,137 shares of our common stock were outstanding under our 1993 Employee Stock Option Plan, our 1993 Non-Employee Director Stock Option Plan and our Long-Term Incentive Plan (the "Plans"). No prediction can be made regarding the effect that future sales of shares of our common stock will have on the market price of shares.

An increase in interest rates may have an adverse effect on the price of our common stock.

One of the factors that may influence the price of our common stock in the public market will be the annual distributions to stockholders relative to the prevailing market price of the common stock. An increase in market interest rates may tend to make the common stock less attractive relative to other investments, which could adversely affect the market price of our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

On July 13, 2006, the Company received a comment letter from the SEC with respect to its Form 10-Q for the quarter ended March 31, 2006. The Company has responded to the comments and has not received any further communication from the SEC on this matter. The Company believes it has appropriately addressed all of the issues raised by the SEC in the comment letter and considers the matter resolved.

ITEM 2. PROPERTIES

General. As of December 31, 2007, the Properties consisted of 124 manufactured housing communities, four recreational vehicle communities, and eight properties containing both manufactured housing and recreational vehicle sites located in eighteen states concentrated in the midwestern and southeastern United States. As of December 31, 2007, the Properties contained 47,607 developed sites comprised of 42,266 developed manufactured home sites, 5,341 recreational vehicle sites and an additional 6,588 manufactured home sites suitable for development. Most of the Properties include amenities oriented toward family and retirement living. Of the 136 Properties, 69 have more than 300 developed manufactured home sites, with the largest having 979 developed manufactured home sites.

As of December 31, 2007, the Properties had an occupancy rate of 84 percent in stabilized communities and 71 percent in development communities and the aggregate occupancy rate was 82 percent excluding recreational vehicle sites. Since January 1, 2007, the Properties have averaged an aggregate annual turnover of homes (where the home is moved out of the community) of approximately 3.2 percent and an average annual turnover of residents (where the resident-owned home is sold and remains within the community, typically without interruption of rental income) of approximately 6.5 percent. The average renewal rate for residents in the Company's rental program was approximately 50 percent for the year ended December 31, 2007.

We believe that our Properties' high amenity levels contribute to low turnover and generally high occupancy rates. All of the Properties provide residents with attractive amenities with most offering a clubhouse, a swimming pool, laundry facilities and cable television service. Many Properties offer additional amenities such as sauna/whirlpool spas, tennis, shuffleboard and basketball courts and/or exercise rooms.

We have concentrated our communities within certain geographic areas in order to achieve economies of scale in management and operation. The Properties are principally concentrated in the midwestern and southeastern United States. We believe that geographic diversification helps to insulate the portfolio from regional economic influences.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

The following table sets forth certain information relating to the properties owned or financed as of December 31, 2007:

<u>Property and Location</u>	<u>Developed Sites as of 12/31/2007</u>	<u>Occupancy as of 12/31/07⁽¹⁾</u>	<u>Occupancy as of 12/31/06⁽¹⁾</u>	<u>Occupancy as of 12/31/05⁽¹⁾</u>
MIDWEST				
<i>Michigan</i>				
Academy/West Pointe	441	91%	94%	98%
Canton, MI				
Allendale Meadows Mobile Village	352	78%	81%	84%
Allendale, MI				
Alpine Meadows Mobile Village	403	85%	87%	94%
Grand Rapids, MI				
Bedford Hills Mobile Village	339	78%	79%	85%
Battle Creek, MI				
Brentwood Mobile Village	195	92%	95%	92%
Kentwood, MI				
Byron Center Mobile Village	143	88%	91%	96%
Byron Center, MI				
Candlewick Court	211	85%	87%	89%
Owosso, MI				
College Park Estates	230	74%	74%	77%
Canton, MI				
Continental Estates	385	43%	49%	54%
Davison, MI				
Continental North	474	54%	58%	59%
Davison, MI				
Country Acres Mobile Village	182	90%	88%	91%
Cadillac, MI				
Country Meadows Mobile Village	577	89%	91%	92%
Flat Rock, MI				
Countryside Village	359	80%	81%	89%
Perry, MI				
Creekwood Meadows	336	64%	63%	67%
Burton, MI				
Cutler Estates Mobile Village	259	84%	83%	91%
Grand Rapids, MI				
Davison East	190	52%	63%	67%
Davison, MI				
Falcon Pointe ⁽⁶⁾	142	18% ⁽⁶⁾	19% ⁽⁶⁾	19% ⁽⁶⁾
East Lansing, MI				
Fisherman's Cove	162	83%	80%	86%
Flint, MI				
Grand Mobile Estates	230	77%	79%	85%
Grand Rapids, MI				
Hamlin ⁽³⁾	209	75% ⁽³⁾	75% ⁽³⁾	78% ⁽³⁾
Webberville, MI				
Holly Village/Hawaiian Gardens	425	97%	97%	99%
Holly, MI				
Hunters Glen ⁽⁶⁾	280	46% ⁽⁶⁾	43% ⁽⁶⁾	46% ⁽⁶⁾
Wayland, MI				
Kensington Meadows	290	80%	81%	88%

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Lansing, MI				
Kings Court Mobile Village	639	97%	97%	98%
Traverse City, MI				

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

<u>Property and Location</u>	<u>Developed Sites as of 12/31/2007</u>	<u>Occupancy as of 12/31/07⁽¹⁾</u>	<u>Occupancy as of 12/31/06⁽¹⁾</u>	<u>Occupancy as of 12/31/05⁽¹⁾</u>
Knollwood Estates Allendale, MI	161	88%	91%	88%
Lafayette Place Metro Detroit, MI	254	68%	77%	85%
Lakeview Ypsilanti, MI	392	91%	91%	91%
Lincoln Estates Holland, MI	191	94%	96%	99%
Meadow Lake Estates White Lake, MI	425	87%	88%	91%
Meadowbrook Estates Monroe, MI	453	94%	93%	93%
Presidential Estates Mobile Village Hudsonville, MI	364	83%	85%	87%
Richmond Place Metro Detroit, MI	117	84%	95%	97%
River Haven Village Grand Haven, MI	721	63%	66%	68%
Scio Farms Estates Ann Arbor, MI	913	93%	95%	96%
Sheffield Estates Auburn Hills, MI	228	99%	97%	n/a ⁽²⁾
Sherman Oaks Jackson, MI	366	77%	78%	83%
St. Clair Place Metro Detroit, MI	100	80%	88%	94%
Sunset Ridge ⁽⁶⁾ Portland Township, MI	190	87% ⁽⁶⁾	82% ⁽⁶⁾	75% ⁽⁶⁾
Timberline Estates Grand Rapids, MI	296	80%	80%	87%
Town & Country Mobile Village Traverse City, MI	192	99%	100%	98%
Village Trails ⁽³⁾ Howard City, MI	100	76% ⁽³⁾	73% ⁽³⁾	72% ⁽³⁾
White Lake Mobile Home Village White Lake, MI	315	95%	96%	97%
White Oak Estates Mt. Morris, MI	480	74%	78%	81%
Windham Hills Estates ⁽³⁾ Jackson, MI	402	69% ⁽³⁾	69% ⁽³⁾	72% ⁽³⁾
Woodhaven Place Metro Detroit, MI	<u>220</u>	<u>95%</u>	<u>94%</u>	<u>96%</u>
Michigan Total	14,333	80%	82%	84%
Indiana				
Brookside Mobile Home Village Goshen, IN	570	66%	67%	73%
Carrington Pointe ⁽³⁾ Ft. Wayne, IN	320	72% ⁽³⁾	71% ⁽³⁾	72% ⁽³⁾

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

<u>Property and Location</u>	<u>Developed Sites as of 12/31/2007</u>	<u>Occupancy as of 12/31/07⁽¹⁾</u>	<u>Occupancy as of 12/31/06⁽¹⁾</u>	<u>Occupancy as of 12/31/05⁽¹⁾</u>
Clear Water Mobile Village South Bend, IN	227	72%	75%	78%
Cobus Green Mobile Home Park Elkhart, IN	386	66%	69%	71%
Deerfield Run ⁽³⁾ Anderson, IN	175	67% ⁽³⁾	61% ⁽³⁾	67% ⁽³⁾
Four Seasons Elkhart, IN	218	92%	88%	92%
Holiday Mobile Home Village Elkhart, IN	326	85%	88%	91%
Liberty Farms Valparaiso, IN	220	100%	97%	97%
Maplewood Lawrence, IN	207	81%	88%	79%
Meadows Nappanee, IN	330	52%	59%	69%
Pebble Creek ^{(6) (7)} Greenwood, IN	258	85% ⁽⁶⁾	81% ⁽⁶⁾	78% ⁽⁶⁾
Pine Hills Middlebury, IN	129	87%	84%	88%
Roxbury Park Goshen, IN	398	87%	88%	92%
Timberbrook Bristol, IN	567	58%	59%	67%
Valley Brook Indianapolis, IN	799	59%	63%	69%
West Glen Village Indianapolis, IN	552	78%	86%	88%
Woodlake Estates Ft. Wayne, IN	338	48%	51%	52%
Woods Edge Mobile Village ⁽³⁾ West Lafayette, IN	<u>598</u>	<u>53%⁽³⁾</u>	<u>58%⁽³⁾</u>	<u>58%⁽³⁾</u>
<i>Indiana Total</i>	6,618	69%	71%	75%
OTHER				
Apple Creek Manufactured Home Community and Self Storage Amelia, OH	176	84%	87%	90%
Autumn Ridge Ankeny, IA	413	99%	98%	97%
Bell Crossing ⁽³⁾ Clarksville, TN	239	52% ⁽³⁾	54% ⁽³⁾	47% ⁽³⁾
Boulder Ridge ⁽⁶⁾ Pflugerville, TX	527	65% ⁽⁶⁾	62% ⁽⁶⁾	65% ⁽⁶⁾
Branch Creek Estates Austin, TX	392	99%	97%	96%
Byrne Hill Village Toledo, OH	236	90%	92%	98%
Candlelight Village Chicago Heights, IL	309	91%	93%	94%

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

<u>Property and Location</u>	<u>Developed Sites as of 12/31/2007</u>	<u>Occupancy as of 12/31/07⁽¹⁾</u>	<u>Occupancy as of 12/31/06⁽¹⁾</u>	<u>Occupancy as of 12/31/05⁽¹⁾</u>
Casa del Valle ^{(1) (5)} Alamo, TX	117/401	99%	100%	98%
Catalina Middletown, OH	462	65%	67%	68%
Cave Creek ⁽⁶⁾ Evans, CO	289	68% ⁽⁶⁾	68% ⁽⁶⁾	67% ⁽⁶⁾
Chisholm Point Estates Pflugerville, TX	416	89%	84%	84%
Comal Farms ^{(6) (7)} New Braunfels, TX	349	67% ⁽⁶⁾	62% ⁽⁶⁾	56% ⁽⁶⁾
Countryside Atlanta Lawrenceville, GA	271	97%	96%	96%
Countryside Gwinnett Buford, GA	331	93%	89%	90%
Countryside Lake Lanier Buford, GA	548	83%	82%	81%
Creekside ^{(6) (7)} Reidsville, NC	46	63% ⁽⁶⁾	72% ⁽⁶⁾	76% ⁽⁶⁾
Desert View Village ⁽⁶⁾ West Wendover, NV	93	50% ⁽⁶⁾	48% ⁽⁶⁾	50% ⁽⁶⁾
Eagle Crest ⁽⁶⁾ Firestone, CO	318	80% ⁽⁶⁾	75% ⁽⁶⁾	71% ⁽⁶⁾
East Fork ^{(6) (7)} Batavia, OH	215	89% ⁽⁶⁾	86% ⁽⁶⁾	93% ⁽⁶⁾
Edwardsville Edwardsville, KS	634	68%	71%	74%
Forest Meadows Philomath, OR	75	99%	93%	93%
Glen Laurel ^{(6) (7)} Concord, NC	261	44% ⁽⁶⁾	36% ⁽⁶⁾	31% ⁽⁶⁾
High Point Frederica, DE	411	97%	97%	94%
Kenwood RV and Mobile Home Plaza ^{(1) (5)}	40/280	100%	100%	100%
LaFeria, TX Meadowbrook ^{(6) (7)}	177	98% ⁽⁶⁾	94% ⁽⁶⁾	90% ⁽⁶⁾
Charlotte, NC North Point Estates ⁽⁶⁾	108	43% ⁽⁶⁾	44% ⁽⁶⁾	37% ⁽⁶⁾
Pueblo, CO Oak Crest ⁽⁶⁾	335	61% ⁽⁶⁾	53% ⁽⁶⁾	57% ⁽⁶⁾
Austin, TX Oakwood Village	511	83%	84%	83%
Miamisburg, OH Orchard Lake	147	99%	97%	97%
Milford, OH Pecan Branch ⁽⁶⁾	69	73% ⁽⁶⁾	55% ⁽⁶⁾	51% ⁽⁶⁾
Georgetown, TX Pheasant Ridge	553	100%	100%	100%
Lancaster, PA Pin Oak Parc	502	88%	88%	88%
O'Fallon, MO				

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

<u>Property and Location</u>	<u>Developed Sites as of 12/31/2007</u>	<u>Occupancy as of 12/31/07⁽¹⁾</u>	<u>Occupancy as of 12/31/06⁽¹⁾</u>	<u>Occupancy as of 12/31/05⁽¹⁾</u>
Pine Ridge	245	92%	94%	94%
Petersburg, VA Pine Trace ⁽⁶⁾	420	68% ⁽⁶⁾	67% ⁽⁶⁾	74% ⁽⁶⁾
Houston, TX River Ranch ^{(6) (7)}	121	88% ⁽⁶⁾	74% ⁽⁶⁾	60% ⁽⁶⁾
Austin, TX River Ridge ⁽⁶⁾	337	83% ⁽⁶⁾	74% ⁽⁶⁾	76% ⁽⁶⁾
Austin, TX Saddle Brook ⁽⁶⁾	261	61% ⁽⁶⁾	57% ⁽⁶⁾	46% ⁽⁶⁾
Austin, TX Sea Air ^{(1) (5)}	370/527	98%	100%	100%
Rehoboth Beach, DE Snow to Sun ^{(1) (5)}	180/488	100%	100%	99%
Weslaco, TX Southfork	477	70%	72%	75%
Belton, MO Stonebridge ^{(6) (7)}	340	84% ⁽⁶⁾	76% ⁽⁶⁾	74% ⁽⁶⁾
San Antonio, TX Summit Ridge ^{(6) (7)}	252	87% ⁽⁶⁾	81% ⁽⁶⁾	73% ⁽⁶⁾
Converse, TX Sunset Ridge ^{(6) (7)}	170	92% ⁽⁶⁾	84% ⁽⁶⁾	79% ⁽⁶⁾
Kyle, TX Sun Villa Estates	324	100%	100%	100%
Reno, NV Timber Ridge	585	86%	88%	90%
Ft. Collins, CO Westbrook Village	344	96%	96%	96%
Toledo, OH Westbrook Senior Village	112	99%	99%	100%
Toledo, OH Willowbrook Place	266	95%	95%	97%
Toledo, OH Woodlake Trails ^{(6) (7)}	134	94% ⁽⁶⁾	94% ⁽⁶⁾	93% ⁽⁶⁾
San Antonio, TX Woodland Park Estates	399	98%	95%	93%
Eugene, OR Woodside Terrace	439	84%	87%	93%
Holland, OH Worthington Arms	<u>224</u>	<u>96%</u>	<u>94%</u>	<u>95%</u>
Lewis Center, OH <i>Other Total</i>	16,559	83%	82%	82%
SOUTHEAST				
<i>Florida</i>				
Arbor Terrace RV Park	389	n/a ⁽⁴⁾	n/a ⁽⁴⁾	n/a ⁽⁴⁾
Bradenton, FL Ariana Village Mobile Home Park	208	91%	90%	89%
Lakeland, FL Buttonwood Bay ^{(1) (5)}	407/940	100%	100%	100%
Sebring, FL				

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

<u>Property and Location</u>	<u>Developed Sites as of 12/31/2007</u>	<u>Occupancy as of 12/31/07⁽¹⁾</u>	<u>Occupancy as of 12/31/06⁽¹⁾</u>	<u>Occupancy as of 12/31/05⁽¹⁾</u>
Gold Coaster ^{(1) (5)}	396/546	99%	99%	98%
Homestead, FL				
Groves RV Resort	287	n/a ⁽⁴⁾	n/a ⁽⁴⁾	n/a ⁽⁴⁾
Ft. Myers, FL				
Holly Forest Estates	402	100%	100%	100%
Holly Hill, FL				
Indian Creek Park ^{(1) (5)}	353/1470	100%	100%	100%
Ft. Myers Beach, FL				
Island Lakes	301	100%	100%	100%
Merritt Island, FL				
Kings Lake	245	100%	100%	100%
Debary, FL				
Lake Juliana Landings	274	96%	95%	91%
Auburndale, FL				
Lake San Marino RV Park	410	n/a ⁽⁴⁾	n/a ⁽⁴⁾	n/a ⁽⁴⁾
Naples, FL				
Meadowbrook Village	257	99%	100%	99%
Tampa, FL				
Orange Tree Village	246	100%	100%	99%
Orange City, FL				
Royal Country	864	100%	99%	100%
Miami, FL				
Saddle Oak Club	376	100%	100%	100%
Ocala, FL				
Siesta Bay RV Park	798	n/a ⁽⁴⁾	n/a ⁽⁴⁾	n/a ⁽⁴⁾
Ft. Myers Beach, FL				
Silver Star Mobile Village	406	99%	99%	99%
Orlando, FL				
Tampa East ^{(1) (5)}	31/699	100%	97%	97%
Tampa, FL				
Water Oak Country Club Estates	<u>979</u>	<u>100%</u>	<u>100%</u>	<u>98%</u>
Lady Lake, FL				
Florida Total	10,097	99%	99%	98%
TOTAL/AVERAGE	47,607	82%	83%	84%
TOTAL STABILIZED COMMUNITIES	42,277	84%	85%	87%
TOTAL DEVELOPMENT COMMUNITIES	5,330	71%	66%	64%

⁽¹⁾ Occupancy percentage relates to manufactured housing sites, excluding recreational vehicle sites.

Data presented MH Sites/Total Sites.

⁽²⁾ Acquired 2006.

⁽³⁾ Occupancy in these properties reflects the fact that these communities are in a lease-up phase following an expansion.

⁽⁴⁾ This Property contains only recreational vehicle sites.

⁽⁵⁾ This Property contains recreational vehicle sites.

⁽⁶⁾ Occupancy in these properties reflects the fact that these communities are newly developed from the ground up.

⁽⁷⁾ This Property is owned by an affiliate of Sunchamp LLC, an entity in which the Company owns approximately a 77.1 percent equity interest as of December 31, 2007.

Leases. The typical lease we enter into with a tenant for the rental of a site is month-to-month or year-to-year, renewable upon the consent of both parties, or, in some instances, as provided by statute. In some cases, leases are for one-year terms, with up to ten renewal options exercisable by the tenant, with rent adjusted for increases in the consumer price index. These leases are cancelable for non-payment of rent, violation of community rules and regulations or other specified defaults. During the past five years, on average 3.4 percent of the homes in our communities have been removed by their owners and 7.6 percent of the homes have been sold by their owners to a new owner who then assumes rental obligations as a community resident. The small percentage of homes removed from our communities is impacted by the \$4,000 to \$10,000 cost to move a home. The above experience can be summarized as follows: the average resident remains in our communities for approximately thirteen years, while the average home, which gives rise to the rental stream, remains in our communities for approximately twenty nine years. See "Regulations and Insurance."

ITEM 3. LEGAL PROCEEDINGS

On April 9, 2003, T.J. Holdings, LLC ("TJ Holdings"), a member of Sun/Forest, LLC ("Sun/Forest") (which, in turn, owns an equity interest in SunChamp LLC), ("SunChamp"), filed a complaint against the Company, SunChamp, certain other affiliates of the Company and two directors of Sun Communities, Inc. in the Superior Court of Guilford County, North Carolina. The complaint alleges that the defendants wrongfully deprived the plaintiff of economic opportunities that they took for themselves in contravention of duties allegedly owed to the plaintiff and purports to claim damages of \$13.0 million plus an unspecified amount for punitive damages. The Company believes the complaint and the claims threatened therein have no merit and will defend it vigorously. These proceedings were stayed by the Superior Court of Guilford County, North Carolina in 2004 pending final determination by the Circuit Court of Oakland County, Michigan as to whether the dispute should be submitted to arbitration and the conclusion of all appeals therefrom. On March 13, 2007, the Michigan Court of Appeals issued an order compelling arbitration of all claims brought in the North Carolina case. TJ Holdings has filed an application for review in the Michigan Supreme Court which has been denied and, accordingly, the North Carolina case is permanently stayed. TJ Holdings has now filed an arbitration demand in Southfield, Michigan based on the same claims. The Company intends to vigorously defend against the allegations.

As announced on February 27, 2006, the U.S. Securities and Exchange Commission (the "SEC") completed its inquiry regarding the Company's accounting for its SunChamp investment during 2000, 2001 and 2002, and the Company and the SEC entered into an agreed-upon Administrative Order (the "Order"). The Order required that the Company cease and desist from violations of certain non intent-based provisions of the federal securities laws, without admitting or denying any such violations.

On February 27, 2006, the SEC filed a civil action against the Company's Chief Executive Officer, its then (and now former as of February 2008) Chief Financial Officer and a former controller in the United States District Court for the Eastern District of Michigan alleging various claims generally consistent with the SEC's findings set forth in the Order. The discovery stage of this action has closed, and the parties are awaiting decisions on dispositive motions. The Company continues to indemnify such employees for all costs and expenses incurred in connection with such civil action.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

The Company is involved in various other legal proceedings arising in the ordinary course of business. All such proceedings, taken together, are not expected to have a material adverse impact on our results of operations or financial condition.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock has been listed on the New York Stock Exchange ("NYSE") since December 8, 1993, under the symbol "SUI." On February 29, 2008, the closing sales price of the common stock was \$20.38 and the common stock was held by 305 holders of record. The following table sets forth the high and low closing sales prices per share for the common stock for the periods indicated as reported by the NYSE and the distributions per share paid by the Company with respect to each period.

	High	Low	Distribution
Fiscal Year Ended December 31, 2007			
First Quarter of 2007	\$ 32.64	\$ 29.70	\$ 0.63
Second Quarter of 2007	31.28	29.36	0.63
Third Quarter of 2007	31.25	26.38	0.63
Fourth Quarter of 2007	31.65	20.96	0.63
Fiscal Year Ended December 31, 2006			
First Quarter of 2006	\$ 36.71	\$ 31.32	\$ 0.63
Second Quarter of 2006	34.31	30.57	0.63
Third Quarter of 2006	33.12	31.01	0.63
Fourth Quarter of 2006	35.34	31.81	0.63

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on the Common Stock against the cumulative total return of a broad market index composed of all issuers listed on the New York Stock Exchange and an industry index comprised of twenty publicly traded residential real estate investment trusts, for the five year period ending on December 31, 2007. This line graph assumes a \$100 investment on December 31, 2002, a reinvestment of dividends and actual increase of the market value of the Company's Common Stock relative to an initial investment of \$100. The comparisons in this table are required by the SEC and are not intended to forecast or be indicative of possible future performance of the Company's Common Stock.

	2002	2003	2004	2005	2006	2007
SUN COMMUNITIES, INC.	100.00	112.70	125.01	104.62	116.40	82.22
HEMSCOTT GROUP INDEX	100.00	126.44	167.77	184.77	255.26	189.00
NYSE MARKET INDEX	100.00	129.55	146.29	158.37	185.55	195.46

Recent Sales of Unregistered Securities

On March 31, 2007, the Operating Partnership issued and immediately redeemed 30,898 Common Operating Partnership Units, ("OP Units"), from Water Oak, Ltd. for an aggregate purchase price of \$961,540.

All of the above partnership units and shares of common stock were issued in private placements in reliance on Section 4(2) of the Securities Act of 1933, as amended, including Regulation D promulgated there under. No underwriters were used in connection with any of such issuances.

Equity Compensation Plan Information

The following table reflects information about the securities authorized for issuance under the Company's equity compensation plans as of December 31, 2007.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a)
Equity compensation plans approved by shareholders	245,751	\$ 32.07	113,481
Equity compensation plans not approved by shareholders ⁽¹⁾	40,386	\$ 32.75	—
TOTAL	286,137		113,481

- ⁽¹⁾ On May 29, 1997, the Company established a Long Term Incentive Plan (the "LTIP") pursuant to which all full-time salaried and full-time commission only employees of the Company, excluding the Company's officers, were entitled to receive options to purchase shares of the Company's common stock at \$32.75 per share (i.e., the average of the highest and lowest selling prices for the common stock on May 29, 1997), on January 31, 2002. In accordance with the terms of the LTIP, (a) the Company granted the eligible participants options to purchase 167,918 shares of common stock; and (b) each eligible participant received an option to purchase a number of shares of common stock equal to the product of 167,918 and the quotient derived by dividing such participant's total compensation during the period beginning on January 1, 1997 and ending on December 31, 2001 (the "Award Period") by the aggregate compensation of all of the eligible participants during the Award Period.

ITEM 6. SELECTED FINANCIAL DATA

	Year Ended December 31,				
	2007	2006	2005	2004^(a)	2003^(a)
	(In thousands except for per share and other data)				
OPERATING DATA:					
Revenues	\$ 235,956	\$ 227,778	\$ 211,964	\$ 204,543	\$ 194,586
Income (loss) from continuing operations	\$ (16,643)	\$ (25,257)	\$ (6,276)	\$ (40,605)	\$ 13,702
Net income (loss)	\$ (16,643)	\$ (24,968)	\$ (5,452)	\$ (40,468)	\$ 23,714
Income (loss) from continuing operations per share:					
Basic	\$ (0.93)	\$ (1.44)	\$ (0.35)	\$ (2.22)	\$ 0.75
Diluted	\$ (0.93)	\$ (1.44)	\$ (0.35)	\$ (2.22)	\$ 0.75
Distributions per common share	\$ 2.52	\$ 2.52	\$ 2.50	\$ 2.44	\$ 2.41
BALANCE SHEET DATA:					
Investment property, before accumulated depreciation	\$ 1,538,426	\$ 1,512,762	\$ 1,458,122	\$ 1,380,553	\$ 1,220,405
Total assets	\$ 1,245,823	\$ 1,289,739	\$ 1,320,536	\$ 1,403,167	\$ 1,221,574
Total debt	\$ 1,187,675	\$ 1,166,850	1,123,468	\$ 1,078,442	\$ 773,328
Stockholders' equity	\$ 21,047	\$ 79,197	\$ 143,257	\$ 211,746	\$ 326,610
OTHER FINANCIAL DATA:					
Net operating income ^(b) from:					
Real property operations	\$ 126,168	\$ 123,550	\$ 118,721	\$ 111,848	\$ 107,306
Home sales and home rentals	\$ 9,734	\$ 8,466	\$ 6,304	\$ 4,720	\$ 6,898
Funds from operations (FFO) ^(c)	\$ 45,439	\$ 34,560	\$ 51,313	\$ (3,295)	\$ 65,525
FFO per weighted average Common Share/OP Unit:					
Basic	\$ 2.25	\$ 1.74	\$ 2.54	\$ (0.16)	\$ 3.16
Diluted	\$ 2.24	\$ 1.72	\$ 2.54	\$ (0.16)	\$ 3.14
OTHER DATA (at end of period):					
Total properties	136	136	135	136	127
Total sites	47,607	47,606	47,385	46,856	43,875

^(a) Operating data for the years ended December 31, 2004 and 2003, have been restated to reflect the reclassifications required under SFAS No. 144 for the properties sold in 2005.

^(b) See Note (2) following Same Property Information on page 38.

^(c) See Other, pages 44-46.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and notes thereto elsewhere herein.

The Company is a fully integrated, self-administered and self-managed REIT which owns, operates, develops and finances manufactured housing communities concentrated in the midwestern and southeastern United States. As of December 31, 2007, the Company owned and operated a portfolio of 136 developed properties located in eighteen states, including 124 manufactured housing communities, four recreational vehicle communities, and eight properties containing both manufactured housing and recreational vehicle sites.

In recent years the operations of manufactured homebuilders, dealers, and the companies that finance the purchase of the homes have experienced severe losses and substantial volatility. New home shipments have declined from approximately 373,000 in 1998 to less than 100,000 in 2007. The decline was largely due to the turmoil in the financing side of the industry as lenders experienced substantial losses arising from defaults on poorly underwritten loans in the mid to late 1990s and beyond. As a result of the losses, the lenders experienced liquidity constraints and significantly tightened underwriting standards thus reducing the demand for new homes.

These trends may be abating as the volume of repossessed homes in the market place appears to be declining. Newly repossessed homes are also declining as the reinforcing effects of tightened underwriting standards and reduced new home financing volumes impact the industry.

The effect of these trends on the Company has been to reduce occupancies in our portfolio as the demand of tenants for sites in our communities has declined for the above-stated reasons. The rate of leasing in our new community developments has likewise slowed. Despite these trends, the Company's same property portfolio has consistently reflected growth in net operating income evidencing the revenue and operating stability long associated with the business of owning and operating manufactured housing communities.

While the problems which directly impacted the manufacturers, dealers, and lenders appear to be bottoming, the Company does not expect a rapid or strong recovery in its operations. The Company expects a gradually improving leasing environment in its portfolio.

As a result of these industry conditions, a large quantity of homes repossessed by lenders have become available for purchase at discounts of up to 50% and more from original cost or loan amount. The Company has made every effort to acquire these value-priced homes especially as the alternative would likely be the removal of the homes from the community. Such removal would create total dependence on the sale of a new home to fill the site. As new home shipments have declined by nearly three quarters from their peak in 1998 to current levels, such dependence would leave the Company vulnerable to a recovery in new home shipments as its primary method to improve occupancy.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

The Company intends to sell these value-priced homes to residents over time. In the meantime it is most economical to lease the homes to residents. At December 31, 2007, the Company had 5,328 homes rented in its communities which comprise over 47,000 sites. All renters are subject to underwriting criteria. The Company expects to continue to acquire homes from lenders as long as the pricing of the homes remains compelling. The Company is actively developing programs for its renters and others to acquire these homes.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. In preparing these financial statements, management has made its best estimates and judgment of certain amounts included in the financial statements. Nevertheless, actual results may differ from these estimates under different assumptions or conditions.

Management believes the following significant accounting policies, among others, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements:

Impairment of Long-Lived Assets and Investment in Affiliates. Rental property is recorded at cost, less accumulated depreciation. The Company measures the recoverability of its assets in accordance with Statement of Financial Accounting Standards No. 144 ("SFAS 144"), "Accounting for the Impairment or Disposal of Long Lived Assets." If such assets were deemed to be impaired as a result of this measurement evaluation, the impairment that would be recognized is the amount by which the carrying amount of the asset exceeds fair value as determined on a discounted net cash flow basis. Assets are tested for impairment every three years or more frequently whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. Circumstances that may prompt a test of recoverability may include a significant decrease in anticipated market price, an adverse change to the extent or manner in which an asset may be used or in its physical condition or other such events that may significantly change the value of the long-lived asset.

The Company owns an approximate 19 percent investment in an affiliate that is reported under the equity method of accounting. Management performs an analysis to determine if the investment has experienced an other than temporary decline in value. Numerous factors are evaluated in accordance with published GAAP and SEC staff guidance. Changes in the facts and circumstances evaluated, future adverse changes in market conditions or operating results of the affiliate may affect management's analysis.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Notes and Accounts Receivable. The Company evaluates the recoverability of its receivables whenever events occur or there are changes in circumstances such that management believes it is probable that it will be unable to collect all amounts due according to the contractual terms of the loan and lease agreements. Receivables related to community rents are reserved when the Company believes that collection is less than probable, which is generally after a resident balance reaches 60 to 90 days past due. The Company reserves for estimated repairs to homes which collateralize its installment notes receivable based upon an estimate of annual foreclosures and historical costs of repair.

Depreciation. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets. Useful lives are 30 years for land improvements and buildings, 10 years for rental homes, 7 to 15 years for furniture, fixtures and equipment, and 7 years for intangible assets.

Revenue Recognition. Rental income attributable to site and home leases is recorded on a straight-line basis when earned from tenants. Leases entered into by tenants generally range from month-to-month to two years and are renewable by mutual agreement of the Company and the resident or, in some cases, as provided by state statute. Revenue from the sale of manufactured homes is recognized upon transfer of title at the closing of the sales transaction.

Capitalized Costs. The Company capitalizes certain costs (including interest and other costs) incurred in connection with the development, redevelopment, capital enhancement and leasing of its properties. Management is required to use professional judgment in determining whether such costs meet the criteria for immediate expense or capitalization. The amounts are dependent on the volume and timing of such activities and the costs associated with such activities. Maintenance, repairs and minor improvements to properties are expensed when incurred. Renovations and improvements to properties are capitalized and depreciated over their estimated useful lives and construction costs related to the development of new community or expansion sites are capitalized until the property is substantially complete. Costs incurred to renovate repossessed homes for the Company's rental program are capitalized and costs incurred to refurbish the homes at turnover and repair the homes while occupied are expensed. Certain expenditures to dealers and residents related to obtaining lessees in our communities are capitalized and amortized over a seven year period based on the anticipated term of occupancy of a resident. Costs associated with implementing the Company's computer systems are capitalized and amortized over the estimated useful lives of the related software and hardware.

Derivative Instruments and Hedging Activities. The Company currently has two interest rate swaps and an interest rate cap agreement to offset interest rate risk. The Company does not enter into derivative transactions for speculative purposes. The Company adjusts its balance sheet on an ongoing quarterly basis to reflect current fair market value of its derivatives. Changes in the fair value of derivatives are recorded each period in earnings or comprehensive income, as appropriate. The ineffective portion of the hedge is immediately recognized in earnings to the extent that the change in value of a derivative does not perfectly offset the change in value of the instrument being hedged. The unrealized gains and losses held in accumulated other comprehensive income will be reclassified to earnings over time and occurs when the hedged items are also recognized in earnings. The Company uses standard market conventions to determine the fair values of derivative instruments, including the quoted market prices or quotes from brokers or dealers for the same or similar instruments. All methods of assessing fair value result in a general approximation of value and such value may never actually be realized.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Income Taxes. The Company has elected to be taxed as a REIT as defined under Section 856(c) of the Internal Revenue Code of 1986, as amended. In order for the Company to qualify as a REIT, at least ninety-five percent (95%) of the Company's gross income in any year must be derived from qualifying sources. As a REIT, the Company generally will not be subject to U.S. federal income taxes at the corporate level if it distributes at least ninety percent (90%) of its REIT ordinary taxable income to its stockholders, which it fully intends to do. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to Federal income tax (including any applicable alternative minimum tax) on its taxable income at regular corporate rates. The Company remains subject to certain state and local taxes on its income and property as well as Federal income and excise taxes on its undistributed income.

The Company is subject to certain state taxes that are considered income taxes and has certain subsidiaries that are taxed as regular corporations. Deferred tax assets or liabilities are recognized for temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements and net operating loss carry forwards. Deferred tax assets and liabilities are measured using currently enacted tax rates. A valuation allowance is established if based on available evidence it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Results of Operations

Comparison of year ended December 31, 2007, to year ended December 31, 2006

For the year ended December 31, 2007, loss from operations decreased by \$9.7 million, from a loss of \$28.5 million in 2006 to a loss of \$18.8 million in 2007. The decrease in loss was due to increased revenues of \$8.2 million and a decrease in loss from affiliate of \$8.6 million, offset by increased expenses of \$7.1 million, as described in more detail below.

Income from real property increased by \$3.9 million, from \$187.5 million to \$191.4 million, or 2.0 percent, due to rent increases (\$3.1 million) and other community revenues (\$0.8 million).

Revenue from home sales increased by \$2.7 million, from \$20.2 million to \$22.9 million, or 13.4 percent. The Company sold 712 manufactured homes during the year ended December 31, 2007 as compared to 492 sales during 2006. Additional revenue resulted from the substantial increase in the number of homes sold but was partially offset by a 21.8 percent decrease in average sales price as higher priced Florida home sales lagged and consumer demand shifted to pre-owned homes.

Rental home revenue increased by \$4.0 million, from \$14.8 million to \$18.8 million, or 27.0 percent. The number of tenants in the Company's rental program increased from 4,576 at December 31, 2006 to 5,328 at December 31, 2007, resulting in additional revenue of approximately \$2.9 million. The remainder of the increase resulted from an increase in the average rental rate per home from \$686 per month at December 31, 2006 to \$718 per month at December 31, 2007.

Ancillary revenues, net, increased by \$0.1 million, from \$0.4 million to \$0.5 million, due to an increase in commissions from the brokerage of insurance policies.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Interest income decreased by \$0.8 million, from \$3.7 million to \$2.9 million, or 21.6 percent, primarily due to the repayment of a \$13.5 million mortgage note receivable by the borrower on March 1, 2007.

Other income decreased by \$1.6 million, from income of \$1.0 million to loss of \$0.6 million, due to a decrease in brokerage commissions of \$0.4 million, an increase in loss realized on the disposal of assets and land of \$0.6 million, a decrease in proceeds from the settlement of a lawsuit which is included in 2006 Other Income of \$0.4 million, and a decrease in other miscellaneous operating income \$0.2 million.

Property operating and maintenance expenses increased by \$0.8 million, from \$48.1 million to \$48.9 million, or 1.7 percent. The increase was due to the cost of the Company's biennial convention (\$0.2 million), an increase in legal expenses (\$0.2 million), an increase in property and casualty insurance costs (\$0.2 million), an increase in utility expenses (\$0.3 million), and an increase in cable expense (\$0.1 million) offset by a decrease in supply and repair costs (\$0.2 million).

Real estate taxes increased by \$0.5 million, from \$15.9 million to \$16.4 million, or 3.1 percent, due to increases in assessments and tax rates.

Cost of home sales increased by \$2.5 million, from \$15.7 million to \$18.2 million, or 15.9 percent due primarily to the increase in the number of homes sold. The Company sold 712 manufactured homes during the year ended December 31, 2007 as compared to 492 sales during 2006. Gross profit margins decreased from 22.4 percent in 2006 to 20.6 percent in 2007 due primarily to a decrease in profit margin on sales of new homes.

Rental home operating and maintenance increased by \$2.9 million, from \$10.9 million to \$13.8 million, due primarily to an increase in the number of tenants in the Company's rental program. Additional information regarding the Company's rental program is contained in the table below.

General and administrative expenses for real property decreased by \$1.8 million, from \$16.4 million to \$14.6 million, due to a reduction of deferred compensation expenses of \$2.1 million and a reduction in consulting fees of \$0.3 million offset by an increase in salary, wage and incentive costs of \$0.6 million. The reduction in deferred compensation expense includes the \$1.4 million effect of the reversal in 2007 of \$0.7 million of expenses recognized in 2006 related to performance-based restricted and phantom stock awards, because the Company determined that it was improbable that the performance criteria would be achieved.

General and administrative expenses for home sales and rentals decreased by \$0.4 million, from \$6.5 million to \$6.1 million, or 6.2 percent due primarily to an decrease in payroll and benefits.

Depreciation and amortization increased by \$2.2 million, from \$60.3 million to \$62.5 million, or 3.6 percent, due primarily to an increase in the total rental home portfolio.

Debt extinguishment expenses in 2006 of \$0.5 million include defeasance fees and other costs associated with extinguishing \$45.0 million of secured notes. Deferred financing costs of \$0.2 million related to this debt were expensed in 2006.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Interest expense, including interest on mandatorily redeemable debt, increased by \$0.4 million, from \$65.1 million to \$65.5 million, or 0.6 percent.

Provision for state income tax is discussed in detail in Footnote 10, Income Taxes.

Included in Equity loss from affiliate is an impairment to the carrying value of Origen of \$1.9 million and \$18.0 million in 2007 and 2006, respectively. Also, included in equity loss from affiliate in 2007 is an \$8.0 million loss attributable to the Company's portion of Origen's goodwill and investment impairment charges of \$32.3 million and \$9.2 million, respectively.

Comparison of year ended December 31, 2006, to year ended December 31, 2005

For the year ended December 31, 2006, loss from operations increased by \$22.4 million from a loss of \$6.1 million in 2005 to a loss of \$28.5 million in 2006. The increase in loss was due to increased expenses of \$22.5 million and increased loss from affiliate of \$15.7 million, offset by increased revenues of \$15.8 million as described in more detail below.

Income from real property increased by \$7.4 million, from \$180.1 million to \$187.5 million, or 4.1 percent, due to property acquisitions (\$1.6 million), rent increases (\$5.0 million) and other community revenues (\$0.8 million).

Revenue from home sales increased by \$1.8 million, from \$18.4 million to \$20.2 million, or 9.8 percent. The Company sold 492 manufactured homes during the year ended December 31, 2006 as compared to 425 sales during 2005. Additional revenue resulted from the increase in the number of homes sold and was partially offset by a 4.9 percent decrease in average sales price as consumer demand shifted to pre-owned homes.

Rental home revenue increased by \$5.8 million, from \$9.1 million to \$14.9 million, or 63.7 percent. The number of tenants in the Company's rental program increased from 3,711 at December 31, 2005 to 4,576 at December 31, 2006, resulting in additional revenue of approximately \$4.2 million. The remainder of the increase resulted from an increase in the average rental rate per home from \$643 per month at December 31, 2005 to \$686 per month at December 31, 2006.

Ancillary revenues, net, decreased by \$0.3 million, from \$0.7 million to \$0.4 million, due to a non-refundable option payment received in 2005 (\$0.2 million) and increased golf course management fees (\$0.2 million) offset by an increase in other miscellaneous ancillary revenues (\$0.1 million).

Interest income decreased by \$0.6 million, from \$4.3 million to \$3.7 million, or 14.0 percent, due primarily to a decrease in interest earned on the Company's short-term investments which were sold during 2006.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Other income increased by \$1.7 million, from a loss of \$(0.7) million to income of \$1.0 million, due to an increase in brokerage commissions (\$0.1 million), a decrease in unsuccessful acquisition expenses (\$0.5 million), proceeds from a lawsuit settlement (\$0.4 million) and an increase in other miscellaneous operating income (\$0.7 million).

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Property operating and maintenance expenses increased by \$1.9 million, from \$46.2 million to \$48.1 million, or 4.1 percent. The increase was due to acquisitions (\$0.5 million), increases in utility costs (\$1.5 million) and payroll and health insurance costs (\$0.5 million), partially offset by decreases in repair and maintenance (\$0.3 million) and miscellaneous other expenses (\$0.3 million).

Real estate taxes increased by \$0.7 million, from \$15.2 million to \$15.9 million, or 4.6 percent, due to acquisitions (\$0.2 million) and increases in assessments and tax rates (\$0.5 million).

Cost of home sales increased by \$1.8 million, from \$13.9 million to \$15.7 million, or 12.9 percent due primarily to the increase in the number of homes sold. The Company sold 492 manufactured homes during the year ended December 31, 2006 as compared to 425 sales during 2005. Gross profit margins decreased from 24.6 percent in 2005 to 22.4 percent in 2006 due to increased sales of pre-owned homes at lower margins.

Rental home operating and maintenance increased by \$3.6 million, from \$7.3 million to \$10.9 million, due primarily to an increase in the number of tenants in the Company's rental program. Additional information regarding the Company's rental program is contained in the table below.

General and administrative expenses for real property increased by \$1.9 million, from \$14.5 million to \$16.4 million, due to an increase in payroll and benefits (\$1.8 million), state and local taxes (\$0.2 million), directors fee (\$0.1 million) and audit and accounting fees (\$0.2 million). The payroll and benefit increase includes the accrual of annual performance based bonus incentives (\$0.5 million) and recognition of expense related to performance-based restricted and phantom stock awards (\$0.7 million). These increases were offset by a decrease in legal fees of \$0.4 million.

General and administrative expenses for home sales and rentals increased by \$0.2 million, from \$6.3 million to \$6.5 million, or 3.2 percent due primarily to an increase in payroll and benefits.

Depreciation and amortization increased by \$6.0 million, from \$54.3 million to \$60.3 million, or 11.0 percent, due primarily to an increase in the total rental home portfolio.

Debt extinguishment expense of \$0.5 million includes defeasance fees and other costs associated with extinguishing \$45.0 million of secured notes. Deferred financing costs of \$0.2 million related to this debt were expensed.

Interest expense, including interest on mandatorily redeemable debt, increased by \$5.1 million, from \$60.0 million to \$65.1 million, or 8.5 percent. Average debt increased by 4.0 percent and the remainder of the increase is due to higher variable rates.

Included in Equity loss from affiliate in 2006 is an \$18.0 million impairment to the carrying value of Origen.

Same Property Information

The following table reflects the Same Property financial information for the periods ended December 31, 2007 and 2006. The “Same Property” data represents information regarding the operation of communities owned as of January 1, 2006, and December 31, 2007.

	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2007	2006	2007	2006
	(in thousands)		(in thousands)	
Income from real property	\$ 46,287	\$ 45,373	\$ 182,826	\$ 179,342
Property operating expenses:				
Property operating and maintenance ⁽¹⁾	9,179	8,950	37,359	36,982
Real estate taxes	3,973	4,012	16,272	15,781
Property operating expenses	13,152	12,962	53,631	52,763
Real property net operating income ⁽²⁾	\$ 33,135	\$ 32,411	\$ 129,195	\$ 126,579

Same property occupancy, site, and rent information at December 31, 2007 and 2006:

	2007	2006
Number of properties	135	135
Developed sites	47,465	47,464
Occupied sites ⁽³⁾	37,733	37,879
Occupancy % ⁽⁴⁾	82.4 %	82.7 %
Weighted average monthly rent per site ⁽⁴⁾	\$ 382	\$ 368
Sites available for development	6,090	6,315
Sites planned for development in next year	10	25

⁽¹⁾ Amounts are reported net of recovery of water and sewer utility expenses.

⁽²⁾ Investors in and analysts following the real estate industry utilize net operating income (“NOI”) as a supplemental performance measure. NOI is derived from revenues (determined in accordance with GAAP) minus property operating expenses and real estate taxes (determined in accordance with GAAP). NOI does not represent cash generated from operating activities in accordance with GAAP and should not be considered to be an alternative to net income (determined in accordance with GAAP) as an indication of the Company’s financial performance or to be an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of the Company’s liquidity; nor is it indicative of funds available for the Company’s cash needs, including its ability to make cash distributions. The Company believes that net income is the most directly comparable GAAP measurement to net operating income. Net income includes interest and depreciation and amortization which often have no effect on the market value of a property and therefore limit its use as a performance measure. In addition, such

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

expenses are often incurred at a parent company level and therefore are not necessarily linked to the performance of a real estate asset. The Company believes that net operating income is helpful to investors as a measure of operating performance because it is an indicator of the return on property investment, and provides a method of comparing property performance over time. The Company uses NOI as a key management tool when evaluating performance and growth of particular properties and/or groups of properties. The principal limitation of NOI is that it excludes depreciation, amortization and non-property specific expenses such as general and administrative expenses, all of which are significant costs, and therefore, NOI is a measure of the operating performance of the properties of the Company rather than of the Company overall.

⁽³⁾ Occupied sites include manufactured housing and permanent recreational vehicle sites, and exclude seasonal recreational vehicle sites.

⁽⁴⁾ Occupancy % and weighted average rent relates to manufactured housing sites, excluding both permanent and seasonal recreational vehicle sites.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

On a same property basis, real property net operating income increased by \$2.6 million from \$126.6 million for the year ended December 31, 2006, to \$129.2 million for the year ended December 31, 2007, or 2.1 percent. Income from real property increased by \$3.5 million from \$179.3 million to \$182.8 million, or 1.9 percent, due primarily to increases in rents including water and property tax pass through. Property operating expenses increased by \$0.8 million from \$52.8 million to \$53.6 million, or 1.6 percent, due to increases in real estate taxes (\$0.5 million), and other expenses (\$0.3 million).

Rental Program

The following table reflects additional information regarding the Company's rental program for the years ended December 31, 2007, 2006 and 2005:

	Year Ended December 31,		
	2007	2006	2005
	(in thousands except for *)		
Rental home revenue	\$ 18,840	\$ 14,849	\$ 9,080
Site rent included in Income from real property	21,704	18,819	12,277
Rental program revenue	40,544	33,668	21,357
Expenses			
Payroll and commissions	2,459	1,804	1,758
Repairs and refurbishment	6,526	4,938	3,190
Taxes and insurance	2,366	2,506	1,022
Other	2,479	1,679	1,330
Rental program operating and maintenance	13,830	10,927	7,300
Net operating income ⁽¹⁾	\$ 26,714	\$ 22,741	\$ 14,057
Number of occupied rentals, end of period*	5,328	4,576	3,711
Cost of occupied rental homes	\$ 161,057	\$ 135,861	\$ 109,214
Weighted average monthly rental rate per home and site*	\$ 718	\$ 686	\$ 643

⁽¹⁾ See Note (2) following Same Property Information on page 38.

Net operating income from the rental program increased \$4.0 million from \$22.7 million in 2006 to \$26.7 million in 2007 as a result of a \$6.9 million increase in revenue offset by a \$2.9 million increase in expenses. Revenues increased due to an increase in the weighted average monthly rental rate and an increase in the number of leased rental homes. Expenses were also impacted by the increase in the number of leased rental homes. A comparison of the year ended 2006 to the year ended 2005 results in similar increases in net operating income, revenue and expenses for the same reasons as noted in the comparison of the year ended 2007 to the year ended 2006.

Liquidity and Capital Resources

The Company's principal liquidity demands have historically been, and are expected to continue to be, distributions to the Company's stockholders and the unitholders of the Operating Partnership, capital improvements of properties, the purchase of new and pre-owned homes, property acquisitions, development and expansion of properties, and debt repayment.

The Company expects to meet its short-term liquidity requirements through its working capital provided by operating activities and through its \$155.0 million lines of credit. The Company considers these resources to be adequate to meet all operating requirements, including recurring capital improvements, routinely amortizing debt and other normally recurring expenditures of a capital nature, pay dividends to its stockholders to maintain qualification as a REIT in accordance with the Internal Revenue Code and make distributions to the Operating Partnership's unitholders.

The Company continuously seeks acquisition opportunities that meet the Company's criteria for acquisition. Should such investment opportunities arise in 2008, the Company will finance the acquisitions through the temporary use of its lines of credit until permanent secured financing can be arranged, through the assumption of existing debt on the properties or the issuance of certain equity securities.

The Company has also invested approximately \$24.2 million during 2007 in the acquisition of homes primarily intended for its rental program. Expenditures for 2008 will be dependent upon the condition of the markets for repossessions and new home sales as well as rental homes.

Cash and cash equivalents increased by \$2.2 million to \$5.4 million at December 31, 2007, compared to \$3.2 million at December 31, 2006. Net cash provided by operating activities increased by \$3.3 million to \$49.6 million for the year ended December 31, 2007, compared to \$46.3 million for the year ended December 31, 2006.

The Company's net cash flows provided by operating activities may be adversely impacted by, among other things: (a) the market and economic conditions in the Company's markets generally, and specifically in metropolitan areas of the Company's current markets; (b) lower occupancy rates of the Properties; (c) increased operating costs, including insurance premiums, real estate taxes and utilities, that cannot be passed on to the Company's tenants; and (d) decreased sales or rentals of manufactured homes. See "Risk Factors."

The Company has an unsecured line of credit facility with a maximum borrowing amount of \$115 million, subject to certain borrowing base calculations, which bears interest at LIBOR + 1.65 percent (6.55 percent at December 31, 2007) and matures on October 1, 2010, with a one-year optional extension. The outstanding balance on the line of credit at December 31, 2007, was \$85.4 million. In addition, \$3.4 million of availability was used to back standby letters of credit leaving a maximum of \$26.2 million available to be drawn under the facility based on the December 31, 2007, calculation of borrowing base. The line of credit facility contains various leverage, debt service coverage, net worth maintenance and other customary covenants all of which the Company was in compliance with at December 31, 2007.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

The sub-prime credit crisis and ensuing decline in credit availability have caused turmoil in US and foreign markets. Many industries with no direct involvement with sub-prime lending, securitizations, home building or mortgages have suffered share price declines as economic uncertainty has derailed investor confidence. While many of the fundamentals of the Company, and manufactured housing industry, have been improving over recent years, the Company's share price has suffered in the turbulent stock market of the past six months. For the Company, the most relevant consequence of this financial turmoil is the uncertainty of the availability of credit. With minimal debt maturities of \$4.3 million and \$16.0 million in 2008 and 2009, respectively, the Company believes this risk is significantly mitigated.

The Company's primary long-term liquidity needs are principal payments on outstanding indebtedness. At December 31, 2007, the Company's outstanding contractual obligations were as follows:

Contractual Cash Obligations	Total Due	Payments Due By Period			
		(in thousands)			
		1 year	2-3 years	4-5 years	After 5 years
Collateralized term loan - FNMA	\$ 381,587	\$ 3,936	\$ 8,504	\$ 9,337	\$ 359,810
Collateralized term loan - B of A	486,063	7,156	15,620	117,882	345,405
Mortgage notes, other	184,875	4,902	12,339	15,768	151,866
Lines of credit	85,703	—	85,703	—	—
Redeemable Preferred OP Units	49,447	—	8,940	4,725	35,782
Operating leases	3,350	686	1,332	1,332	—
	\$ 1,191,025	\$ 16,680	\$ 132,438	\$ 149,044	\$ 892,863

Interest expense is a material cash requirement of the Company and is expected to be in excess of \$66.1 million for 2008, \$64.8 million for 2009, \$63.1 million for 2010, \$60.3 million for 2011 and \$55.7 million for 2012, based on the current debt levels, rates and maturities.

The Company anticipates meeting its long-term liquidity requirements, such as scheduled debt maturities, large property acquisitions, and Operating Partnership unit redemptions through the collateralization of its Properties. The Company currently has 33 unencumbered Properties with an estimated market value of \$222.0 million, some of which support the borrowing base for the Company's \$115.0 million unsecured line of credit which has \$88.8 million outstanding at December 31, 2007. From time to time, the Company may also issue shares of its capital stock or preferred stock, issue equity units in the Operating Partnership or sell selected assets. The ability of the Company to finance its long-term liquidity requirements in such manner will be affected by numerous economic factors affecting the manufactured housing community industry at the time, including the availability and cost of mortgage debt, the financial condition of the Company, the operating history of the Properties, the state of the debt and equity markets, and the general national, regional and local economic conditions. If it were to become necessary for the Company to approach the credit markets, the current volatility in the credit markets could make borrowing more expensive. See "Risk Factors". If the Company is unable to obtain additional debt or equity financing on acceptable terms, the Company's business, results of operations and financial condition will be adversely impacted.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

At December 31, 2007, the Company's debt to total capitalization approximated 73.1 percent (assuming conversion of all Common OP Units to shares of common stock). The debt has a weighted average maturity of approximately 6.4 years and a weighted average interest rate of 5.4 percent.

Capital expenditures for the years ended December 31, 2007 and 2006 included recurring capital expenditures of \$7.3 million and \$6.9 million, respectively.

Net cash used in investing activities was \$20.8 million for the year ended December 31, 2007, compared to \$38.0 million in the prior year. The difference is due to increased repayments of notes receivables and officer's notes, net, of \$13.2 million and decreased investment in rental properties of \$8.2 million, offset by decreased proceeds from loans sold to Origen of \$4.2 million.

Net cash used in financing activities was \$26.6 million for the year ended December 31, 2007, compared to \$11.0 million in the prior year. The difference is primarily due to a decrease in payments to redeem common stock and OP units of \$1.1 million, a decrease in payments to retire preferred operating partnership units of \$3.7 million, a decrease in payments for deferred financing costs of \$0.5 million, and a decrease in distributions of \$2.7 million offset by a decrease in borrowings on the line of credit of \$13.8 million, a decrease in net proceeds from notes payable and other debt of \$7.4 million and a decrease in net proceeds from option exercises of \$2.4 million.

Inflation

Most of the leases allow for periodic rent increases which provide the Company with the opportunity to achieve increases in rental income as each lease expires. Such types of leases generally minimize the risk of inflation to the Company.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" (SFAS No. 157). SFAS No. 157 establishes a common definition for fair value to be applied to US GAAP guidance requiring use of fair value, establishes a framework for measuring fair value, and expands disclosure about such fair value measurements. SFAS No. 157 was originally effective for fiscal years beginning after November 15, 2007, however in February, 2008, the FASB agreed to (a) defer the effective date in Statement 157 for one year for certain nonfinancial assets and non financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), and (b) remove certain leasing transactions from the scope of Statement 157. The Company does not believe SFAS 157 will have a material impact on its financial position and results of operations.

Recent Accounting Pronouncements, continued:

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115" (SFAS 159). This statement permits, but does not require, entities to measure certain financial instruments and other assets and liabilities at fair value on an instrument-by-instrument basis. Unrealized gains and losses on items for which the fair value option has been elected should be recognized in earnings at each subsequent reporting date. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company did not elect the fair value option on January 1, 2008 and does not believe SFAS 159 will have an impact on its results from operations or financial position.

In December 2007, the FASB issued Statement No. 141R (revised 2007), "Business Combinations" ("SFAS 141R"). SFAS 141R will significantly change the accounting for business combinations. Under SFAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. Statement 141R will change the accounting treatment for certain specific acquisition related items and also includes a substantial number of new disclosure requirements. The Company will apply SFAS 141R prospectively to business combinations for which the acquisition date is on or after January 1, 2009.

In December 2007, the FASB issued Statement No. 160, "Noncontrolling Interests in Consolidated Financial Statements—An Amendment of ARB No. 51" ("SFAS 160"). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary (minority interest) is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements and separately from the parent company's equity. This statement also requires consolidated net income to be reported at amounts that include the amounts attributable to the parent and the noncontrolling interest and requires disclosure, on the face of the consolidated statement of operations, the amounts of consolidated net income attributable to the parent and the noncontrolling interest. SFAS 160 is effective for business combinations for which the acquisition date is on or after the first annual reporting period beginning on or after December 15, 2008. The Company does not believe SFAS 160 will have a material impact on its consolidated financial statements.

Other:

Funds from operations (“FFO”) is defined by the National Association of Real Estate Investment Trusts (“NAREIT”) as net income (computed in accordance with generally accepted accounting principles), excluding gains (or losses) from sales of depreciable operating property, plus real estate-related depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO is a non-GAAP financial measure that management believes is a useful supplemental measure of the Company’s operating performance. Management generally considers FFO to be a useful measure for reviewing comparative operating and financial performance because, by excluding gains and losses related to sales of previously depreciated operating real estate assets and excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates and operating costs, providing perspective not readily apparent from net income. Management believes that the use of FFO has been beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful.

Because FFO excludes significant economic components of net income including depreciation and amortization, FFO should be used as an adjunct to net income and not as an alternative to net income. The principal limitation of FFO is that it does not represent cash flow from operations as defined by GAAP and is a supplemental measure of performance that does not replace net income as a measure of performance or net cash provided by operating activities as a measure of liquidity. In addition, FFO is not intended as a measure of a REIT’s ability to meet debt principal repayments and other cash requirements, nor as a measure of working capital. FFO only provides investors with an additional performance measure. Other REITS may use different methods for calculating FFO and, accordingly, the Company’s FFO may not be comparable to other REITs.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

The following table reconciles net loss to FFO and calculates FFO data for both basic and diluted purposes for the years ended December 31, 2007, 2006, 2005 (in thousands):

SUN COMMUNITIES, INC.

RECONCILIATION OF NET LOSS TO FUNDS FROM OPERATIONS

(Amounts in thousands, except for per share/OP unit amounts)

	2007	2006	2005
Net loss	\$ (16,643) (1)	\$ (24,968) (1)	\$ (5,452)
Adjustments:			
Depreciation and amortization	64,615	62,837	56,902
Valuation adjustment (2)	(248)	(280)	430
(Gain) loss on disposition of assets, net	(741)	219	156
Provision for state income tax (3)	585	—	—
Loss allocated to common minority interests	(2,129)	(3,248)	(723)
Funds from operations (FFO)	\$ 45,439	\$ 34,560	\$ 51,313
FFO - Continuing Operations	\$ 45,439	\$ 34,560	\$ 51,141
FFO - Discontinued Operations	\$ —	\$ —	\$ 172
Weighted average common shares/OP Units outstanding:			
Basic	20,240	19,958	20,121
Diluted	20,346	20,129	20,253
Continuing Operations:			
FFO per weighted average Common Share/OP Unit - Basic	\$ 2.25	\$ 1.74	\$ 2.53
FFO per weighted average Common Share/OP Unit - Diluted	\$ 2.24	\$ 1.72	\$ 2.53
Discontinued Operations:			
FFO per weighted average Common Share/OP Unit - Basic	\$ —	\$ —	\$ 0.01
FFO per weighted average Common Share/OP Unit - Diluted	\$ —	\$ —	\$ 0.01
Total Operations:			
FFO per weighted average Common Share/OP Unit - Basic	\$ 2.25	\$ 1.74	\$ 2.54
FFO per weighted average Common Share/OP Unit - Diluted	\$ 2.24	\$ 1.72	\$ 2.54

(1) Net loss for the years ended December 31, 2007 and 2006 includes a \$1.9 million and \$18.0 million reduction in the carrying value of the Company's investment in affiliate (Origen), respectively. Also, included in equity loss from affiliate in 2007 is an \$8.0 million loss attributable to the Company's portion of Origen's goodwill and investment impairment charges of \$32.3 million and \$9.2 million, respectively. The table below is adjusted to exclude the above mentioned amounts:

	December 31,	
	2007	2006
Net loss as reported	\$ (16,643)	\$ (24,968)
Equity loss from affiliate adjustments - Sun:		
Investment in Origen other than temporary impairment	1,870	18,000
Equity loss from affiliate adjustments - Origen:		
Goodwill impairment	6,197	—

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Investment impairment	1,762	—
Adjustment to loss allocated to common minority interest	(1,113)	(2,065)
Adjusted net loss	\$ (7,927)	\$ (9,033)
Depreciation and amortization	64,615	62,837
Valuation adjustment	(248)	(280)
(Gain) loss on disposition of assets, net	(741)	219
Provision for state income tax	585	—
Loss allocated to common minority interests	(1,016)	(1,183)
Adjusted Funds from operations (FFO)	\$ 55,268	\$ 52,560
Adjusted FFO per weighted avg. Common Share/OP Unit - Diluted	\$ 2.72	\$ 2.61

Other, continued:

⁽²⁾ The Company currently has two interest rate swaps and an interest rate cap agreement. The valuation adjustment reflects the theoretical noncash profit and loss were those hedging transactions terminated at the balance sheet date. As the Company has no expectation of terminating the transactions prior to maturity, the net of these noncash valuation adjustments will be zero at the various maturities. As any imperfection related to hedging correlation in these swaps is reflected currently in cash as interest, the valuation adjustments reflect volatility that would distort the comparative measurement of FFO and on a net basis approximate zero. Accordingly, the valuation adjustments are excluded from FFO. The valuation adjustment is included in interest expense.

⁽³⁾ This tax provision represents potential future taxes payable on sale of company assets. It does not impact Funds From Operations and would be payable from prospective proceeds of such sales.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company's principal market risk exposure is interest rate risk. The Company mitigates this risk by maintaining prudent amounts of leverage, minimizing capital costs and interest expense while continuously evaluating all available debt and equity resources and following established risk management policies and procedures, which include the periodic use of derivatives. The Company's primary strategy in entering into derivative contracts is to minimize the variability that changes in interest rates could have on its future cash flows. The Company generally employs derivative instruments that effectively convert a portion of its variable rate debt to fixed rate debt. The Company does not enter into derivative instruments for speculative purposes.

The Company entered into three separate interest rate swap agreements and an interest rate cap agreement. One of the swap agreements fixes \$25 million of variable rate borrowings at 4.84 percent through July 2009, another of the swap agreements fixes \$25 million of variable rate borrowings at 5.28 percent through July 2012 and the third swap agreement, which matured in July 2007, had a notional amount of \$25 million and an effective fixed rate of 3.88 percent. The interest rate cap agreement has a cap rate of 9.99 percent, a notional amount of \$152.4 million and a termination date of April 28, 2009. Each of the Company's derivative contracts is based upon 90-day LIBOR.

The Company's remaining variable rate debt totals \$209.6 million and \$184.1 million as of December 31, 2007 and 2006, respectively, which bears interest at Prime, various LIBOR or Fannie Mae Discounted Mortgage Backed Securities ("DMBS") rates. If Prime, LIBOR, or DMBS increased or decreased by 1.0 percent during the years ended December 31, 2007 and 2006, the Company believes its interest expense would have increased or decreased by approximately \$1.7 million and \$1.9 million, respectively, based on the \$173.8 million and \$192.4 million average balance outstanding under the Company's variable rate debt facilities for the year ended December 31, 2007 and 2006, respectively.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Financial statements and supplementary data are filed herewith under Item 15.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining disclosure controls and procedures as defined in the rules promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer, Gary A. Shiffman, and Chief Financial Officer, Karen J. Dearing, the Company evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2007. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of December 31, 2007, to ensure that information the Company is required to disclose in its filings with the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and to ensure that information required to be disclosed by the Company in the reports that it files under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Design and Evaluation of Internal Control Over Financial Reporting

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, the Company has included a report of management's assessment of the design and effectiveness of its internal controls as part of this Annual Report on Form 10-K for the fiscal year ended December 31, 2007. The Company's independent registered public accounting firm also attested to, and reported on, the effectiveness of internal control over financial reporting. Management's report and the independent registered public accounting firm's attestation report are included in the Company's 2007 financial statements under the captions entitled "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" and are incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarterly period ended December 31, 2007 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable

PART III

The information required by **Items 10, 11, 12, 13, and 14** will be included in the Company's proxy statement for its 2007 Annual Meeting of Shareholders, and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) The following documents are filed herewith as part of this Form 10-K:

(1) A list of the financial statements required to be filed as a part of this Form 10-K is shown in the "Index to the Consolidated Financial Statements and Financial Statement Schedule" filed herewith.

(2) A list of the financial statement schedules required to be filed as a part of this Form 10-K is shown in the "Index to the Consolidated Financial Statements and Financial Statement Schedule" filed herewith.

(3) A list of the exhibits required by Item 601 of Regulation S-K to be filed as a part of this Form 10-K is shown on the "Exhibit Index" filed herewith.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 17, 2008

SUN COMMUNITIES, INC., a

Maryland corporation

By: /s/ Gary A. Shiffman
Gary A. Shiffman, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ Gary A. Shiffman Gary A. Shiffman	Chief Executive Officer, President and Chairman of the Board of Directors	March 17, 2008
/s/ Karen J. Dearing Karen J. Dearing	Executive Vice President, Chief Financial Officer, Treasurer, Secretary and Principal Accounting Officer	March 17, 2008
/s/ Paul D. Lapidès Paul D. Lapidès	Director	March 17, 2008
/s/ Ted J. Simon Ted J. Simon	Director	March 17, 2008
/s/ Clunet R. Lewis Clunet R. Lewis	Director	March 17, 2008
/s/ Ronald L. Piasecki Ronald L. Piasecki	Director	March 17, 2008
/s/ Arthur A. Weiss Arthur A. Weiss	Director	March 17, 2008
/s/ Robert H. Naftaly Robert H. Naftaly	Director	March 17, 2008
/s/ Stephanie W. Bergeron Stephanie W. Bergeron	Director	March 17, 2008

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

EXHIBIT INDEX

Exhibit		Method of
<u>Number</u>	<u>Description</u>	<u>Filing</u>
2.1	Form of Sun Communities, Inc.'s Common Stock Certificate	(1)
3.1	Amended and Restated Articles of Incorporation of Sun Communities, Inc	(1)
3.2	Bylaws of Sun Communities, Inc.	(2)
3.3	Articles Supplementary, dated October 16, 2006	(20)
3.4	Amendment to Bylaws, dated October 16, 2006	(20)
3.5	Amendment to Bylaws, dated October 29, 2007	(25)
4.1	Articles Supplementary of Board of Directors of Sun Communities, Inc. Designating a Series (9) of Preferred Stock and Fixing Distribution and other Rights in such Series	(9)
4.2	Articles Supplementary of Board of Directors of Sun Communities, Inc. Designating a Series (11) of Preferred Stock	(11)
10.1	Second Amended and Restated Agreement of Limited Partnership of Sun Communities Operating Limited Partnership	(6)
10.2	Second Amended and Restated 1993 Stock Option Plan	(10)
10.3	Amended and Restated 1993 Non-Employee Director Stock Option Plan	(6)
10.4	Form of Stock Option Agreement between Sun Communities, Inc. and certain directors, officers and other individuals#	(1)
10.5	Form of Non-Employee Director Stock Option Agreement between Sun Communities, Inc. and certain directors#	(4)
10.6	2004 Non-Employee Director Stock Option Plan#	(26)
10.7	Form of Restricted Stock Award Agreement#	(19)
10.8	Stock Pledge Agreement between Gary A. Shiffman and the Operating Partnership for 94,570 shares of Common Stock	(5)
10.9	Stock Pledge Agreement between Gary A. Shiffman and the Operating Partnership for 305,430 shares of Common Stock	(5)
10.10	Stock Pledge Agreement between Gary A. Shiffman and the Operating Partnership with respect to 80,000 shares of Common Stock	(7)
10.11	Employment Agreement between Sun Communities, Inc. and Gary A. Shiffman, dated as of January 1, 2005#	(17)
10.12	Employment Agreement between Sun Communities, Inc. and Jeffrey P. Jorissen, dated as of January 1, 2005#	(17)
10.13	Employment Agreement by and between Brian W. Fannon and Sun Communities, Inc., dated as of January 1, 2005#	(17)
10.14	First Amendment to Employment Agreement by and between Brian W. Fannon and Sun Communities, Inc. dated December 30, 2007	(27)
10.15	Long Term Incentive Plan	(7)
10.16	Sun Communities, Inc. 1998 Stock Purchase Plan#	(9)
10.17	Rights Agreement between Sun Communities, Inc. and State Street Bank and Trust Company, dated April 24, 1998	(8)
10.18	One Hundred Third Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership	(11)
10.19	One Hundred Eleventh Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership	(12)
10.20	One Hundred Thirty-Sixth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership	(12)
10.21	One Hundred Forty-Fifth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership	(12)
10.22	One Hundred Seventy-Second Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership	(19)
10.23	Restricted Stock Award Agreement between Sun Communities, Inc. and Gary A. Shiffman, dated May 10, 2004#	(19)

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

- 10.24 First Amendment to Restricted Stock Award Agreement between Sun Communities, Inc., and(19)
Gary A. Shiffman#
- 10.25 Second Amendment to Restricted Stock Award Agreement between Sun Communities, Inc. (27)
and Gary A. Shiffman
- 10.26 Restricted Stock Award Agreement between Sun Communities, Inc. and Jeffrey P. Jorissen, (19)
dated May 10, 2004#
- 10.27 First Amendment to Restricted Stock Award Agreement between Sun Communities, Inc. and (19)
Jeffrey P. Jorissen#

- 10.28 Second Amendment to Restricted Stock Award Agreement between Sun Communities, Inc. (27)
and Jeffrey P. Jorissen
- 10.29 Form of Loan Agreement dated June 9, 2004 by and among Sun Candlewick LLC, Sun Silver(15)
Star LLC and Aspen-Holland Estates, LLC, as Borrowers, and Bank of America, N.A., as
Lender
- 10.30 Schedule identifying substantially identical agreements to Exhibit 10.29 (15)
- 10.31 Form of Loan Agreement dated June 9, 2004 by and between Sun Pool 8 LLC, as Borrower, (15)
and Bank of America, N.A., as Lender
- 10.32 Schedule identifying substantially identical agreements to Exhibit 10.31 (15)
- 10.33 Form of Loan Agreement dated June 9, 2004 by and between Sun Continental Estates LLC as(15)
Borrower, and Bank of America, N.A., as Lender
- 10.34 Schedule identifying substantially identical agreements to Exhibit 10.33 (15)
- 10.35 Form of Loan Agreement dated June 9, 2004 by and between Sun Indian Creek LLC, as (15)
Borrower, and Bank of America, N.A., as Lender
- 10.36 Schedule identifying substantially identical agreements to Exhibit 10.35 (15)
- 10.37 Amended And Restated Master Credit Facility Agreement dated April 28, 2004 by and (15)
among Sun Secured Financing LLC, Aspen Ft. Collins Limited Partnership, Sun Secured
Financing Houston Limited Partnership, Sun Communities Finance, LLC, Sun Holly Forest
LLC, Sun Saddle Oak LLC, as Borrowers, and Arcs Commercial Mortgage Co., L.P., as
Lender
- 10.38 Appendix I (definitions) to Amended And Restated Master Credit Facility Agreement dated (15)
April 28, 2004 by and among Sun Secured Financing LLC, Aspen Ft. Collins Limited
Partnership, Sun Secured Financing Houston Limited Partnership, Sun Communities Finance,
LLC, Sun Holly Forest LLC, Sun Saddle Oak LLC, as Borrowers, and Arcs Commercial
Mortgage Co., L.P., as Lender
- 10.39 Fixed Facility Note dated April 5, 2004 made by Sun Secured Financing LLC, Aspen – Ft. (15)
Collins Limited Partnership and Sun Secured Financing Houston Limited Partnership, in
favor of Arcs Commercial Mortgage Co., L.P., in the original principal amount of
\$77,362,500
- 10.40 Fixed Facility Note dated April 28, 2004 made by Sun Secured Financing LLC, Sun Secured (15)
Financing Houston Limited Partnership, Aspen – Ft. Collins Limited Partnership, Sun
Communities Finance LLC, Sun Holly Forest LLC and Sun Saddle Oak LLC, in favor of
Arcs Commercial Mortgage Co., L.P., in the original principal amount of \$100,000,000
- 10.41 Variable Facility Note dated April 28, 2004 made by Sun Secured Financing LLC, Sun (15)
Secured Financing Houston Limited Partnership, Aspen – Ft. Collins Limited Partnership, Sun
Communities Finance LLC, Sun Holly Forest LLC and Sun Saddle Oak LLC, in favor of
Arcs Commercial Mortgage Co., L.P., in the original principal amount of \$60,275,000
- 10.42 Fourth Amended and Restated Variable Facility Note dated April 28, 2004 made by Sun (15)
Secured Financing LLC, Sun Secured Financing Houston Limited Partnership, Aspen – Ft.
Collins Limited Partnership, Sun Communities Finance LLC, Sun Holly Forest LLC and Sun
Saddle Oak LLC, in favor of Arcs Commercial Mortgage Co., L.P., in the original principal
amount of \$152,362,500

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

10.43	Credit Agreement, dated September 30, 2004, among the Company, the Operating Partnership, Standard Federal Bank National Association, LaSalle Bank National Association and other lenders	(16)
10.44	Second Amended and Restated Promissory Note (Secured), dated as of July 15, 2002, made by Gary A. Shiffman in favor of the Operating Partnership	(13)
10.45	First Amended and Restated Promissory Note (Unsecured), dated as of July 15, 2002, made by Gary A. Shiffman in favor of the Operating Partnership	(13)
10.46	First Amended and Restated Promissory Note (Secured), dated as of July 15, 2002, made by Gary A. Shiffman in favor of the Operating Partnership	(13)
10.47	Second Amended and Restated Promissory Note (Unsecured), dated as of July 15, 2002, made by Gary A. Shiffman in favor of the Operating Partnership	(13)
10.48	Second Amended and Restated Promissory Note (Secured), dated as of July 15, 2002, made by Gary A. Shiffman in favor of the Operating Partnership	(13)
10.49	Lease, dated November 1, 2002, by and between the Operating Partnership as Tenant and American Center LLC as Landlord	(14)
10.50	Concurrent Private Placement Agreement dated October 8, 2003 among Sun OFI, Inc., Origen Financial, Inc., and the Purchasers (as defined therein)	(18)
10.51	Registration Rights Agreement dated as of October 8, 2003 among Sun OFI, Inc., Origen Financial, Inc., Lehman Brothers Inc., on behalf of itself and as agent for the investors listed on Schedule A thereto and those persons listed on Schedule B thereto	(18)
10.52	Agreement for Wholesale Financing, dated March 1, 2006, by and between Sun Home Services, Inc. and Textron Financial Corporation	(21)
10.53	Promissory Note dated July 10, 2006 made by Sun Villa MHC LLC in favor of ARCS Commercial Mortgage Co., L.P., in the original principal amount of \$18,300,000	(22)
10.54	Promissory Note dated July 10, 2006 made by Sun Countryside Atlanta LLC in favor of ARCS Commercial Mortgage Co., L.P., in the original principal amount of \$12,950,000	(22)
10.55	Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, dated July 10, 2006, made by Sun Villa MHC LLC in favor of ARCS Commercial Mortgage Co., L.P.	(22)
10.56	Deed to Secure Debt and Security Agreement dated July 10, 2006 made by Sun Countryside Atlanta LLC in favor of ARCS Commercial Mortgage Co., L.P.	(22)
10.57	Promissory Note dated August 1, 2006 made by Sun Countryside Lake Lanier LLC in favor of ARCS Commercial Mortgage Co., L.P., in the original principal amount of \$16,850,000	(23)
10.58	Deed to Secured Debt and Security Agreement dated August 1, 2006 made by Sun Countryside Lake Lanier LLC in favor of ARCS Commercial Mortgage Co., L.P.	(23)
10.59	Future Advance, Renewal and Consolidation Promissory Note dated November 15, 2006 made by Miami Lakes Venture Associates in favor of Lehman Brothers Bank, FSB in the original principal amount of \$54,000,000	(23)
10.60	Notice of Future Advance, Mortgage Modification, Extension and Spreader Agreement and Security Agreement dated November 15, 2006 made by Miami Lakes Venture Associates in favor of Lehman Brothers Bank, FSB	(23)

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

10.61	Promissory Note dated January 4, 2007 made by High Point Associates, L.P., in favor of Lehman Brothers Bank, FSB in the original principal amount of \$17,500,000	(23)
10.62	Mortgage and Security Agreement dated January 4, 2007 made by High Point Associates, L.P., in favor of Lehman Brothers Bank, FSB	(23)
10.63	Promissory Note dated January 5, 2007 made by Sea Breeze Limited Partnership in favor of Lehman Brothers Bank, FSB in the original principal amount of \$20,000,000	(23)
10.64	Mortgage and Security Agreement dated January 5, 2007 made by Sea Breeze Limited Partnership in favor of Lehman Brothers Bank, FSB	(23)
10.65	First Amendment to Amended and Restated Master Credit Facility Agreement dated May 31, 2007 by and among (i) Sun Secured Financing LLC, Aspen-Ft. Collins Limited Partnership, Sun Secured Financing Houston Limited Partnership, Sun Communities Finance, LLC, Sun Holly Forest LLC and Sun Saddle Oak LLC, and (ii) ARCS Commercial Mortgage Co., L.P.	(24)
10.66	Fourth Amendment to Credit Agreement dated June 1, 2007 by and among Sun Communities Operating Limited Partnership, Sun Communities, Inc., LaSalle Bank Midwest National Association, the Huntington National Bank, KeyBank National Association, National City Bank of the Midwest and Sovereign Bank	(24)
21.1	List of Subsidiaries of Sun Communities, Inc.	(28)
23.1	Consent of Grant Thornton LLP	(28)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	(28)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	(28)
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	(28)

- (1) Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33-69340.
- (2) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1995.
- (3) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated April 24, 1996.
- (4) Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33-80972.
- (5) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-K for the quarter ended September 30, 1995.
- (6) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1996.
- (7) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1997.
- (8) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-A dated May 27, 1998.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

- (9) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1998.
- (10) Incorporated by reference to Sun Communities, Inc.'s Proxy Statement, dated April 20, 1999
- (11) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated October 14, 1999.
- (12) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.
- (13) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2002.
- (14) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002, as amended.
- (15) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
- (16) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
- (17) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated February 23, 2005.
- (18) Incorporated by reference to Origen Financial, Inc.'s Registration Statement on Form S-11, No. 333-112516
- (19) Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004.
- (20) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated October 19, 2006
- (21) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006
- (22) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2006
- (23) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007
- (24) Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007
- (25) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated October 30, 2007
- (26) Incorporated by reference to Sun Communities, Inc.'s Proxy Statement dated April 20, 2004

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

- (27) Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 4, 2008

- (28) Filed herewith.

- # Management contract or compensatory plan or arrangement.

56

SUN COMMUNITIES, INC.

**INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL
STATEMENT SCHEDULE**

	Page
Management's Report on Internal Control Over Financial Reporting	F-2
Reports of Independent Registered Public Accounting Firm Financial Statements:	F-3 – F-5
Consolidated Balance Sheets as of December 31, 2007 and 2006 Consolidated Statements of Operations	F-6
for the Years Ended December 31, 2007, 2006 and 2005 Consolidated Statements of Comprehensive Loss	F-7
for the Years Ended December 31, 2007, 2006 and 2005 Consolidated Statements of Stockholders' Equity	F-8
for the Years Ended December 31, 2007, 2006 and 2005 Consolidated Statements of Cash Flows	F-8
for the Years Ended December 31, 2007, 2006 and 2005 Notes to Consolidated Financial Statements Schedule III - Real Estate and Accumulated Depreciation	F-9 F-10 – F-38 F-39 – F-42

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material adverse effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations and can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2007. In making this assessment, management used the criteria for effective internal control over financial reporting set forth in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that, as of December 31, 2007, the Company's internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Grant Thornton LLP, an independent registered public accounting firm, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2007, and their report is included herein.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Sun Communities, Inc.

We have audited Sun Communities, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Sun Communities, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on Sun Communities, Inc. and subsidiaries' internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

In our opinion, Sun Communities, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control—Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Sun Communities, Inc. and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2007 and our report dated March 17, 2008 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Southfield, Michigan

March 17, 2008

F-4

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Sun Communities, Inc.

We have audited the accompanying consolidated balance sheets of Sun Communities, Inc. and subsidiaries as of December 31, 2007 and 2006, and the related statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. Our audits of the basic financial statements included the financial statement schedule listed in the accompanying index. These financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sun Communities, Inc. and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 6 to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standard No. 123(R), "Share-Based Payments", effective January 1, 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Sun Communities Inc. and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 17, 2008 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Southfield, Michigan

March 17, 2008

SUN COMMUNITIES, INC.

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2007 AND 2006

(amounts in thousands)

	2007	2006
ASSETS		
Investment property, net	\$ 1,134,204	\$ 1,161,649
Cash and cash equivalents	5,415	3,183
Inventory of manufactured homes	12,082	12,082
Investment in affiliate	20,000	29,319
Notes and other receivables	36,846	41,407
Other assets	37,276	42,099
 Total assets	 \$ 1,245,823	 \$ 1,289,739
 LIABILITIES		
Debt	\$ 1,101,972	\$ 1,080,450
Lines of credit	85,703	86,400
Other liabilities	32,102	31,301
Commitments and contingencies	—	—
 Total liabilities	 1,219,777	 1,198,151
 Minority interest	 4,999	 12,391
 STOCKHOLDERS' EQUITY		
Preferred stock, \$.01 par value, 10,000 shares authorized, none issued	\$ —	\$ —
Common stock, \$.01 par value, 90,000 shares authorized, 20,228 and 20,028 issued in 2007 and 2006, respectively	202	200
Additional paid-in capital	458,487	452,882
Officer's notes	(8,740)	(9,083)
Accumulated other comprehensive income (loss)	(856)	820
Distributions in excess of accumulated earnings	(364,446)	(302,022)
Treasury stock, at cost, 1,802 shares in 2007 and 2006	(63,600)	(63,600)
 Total stockholders' equity	 21,047	 79,197
 Total liabilities and stockholders' equity	 \$ 1,245,823	 \$ 1,289,739

The accompanying notes are an integral part of the consolidated financial statements

F-6

SUN COMMUNITIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

(amounts in thousands except for per share data)

	2007	2006	2005
REVENUES			
Income from real property	\$ 191,427	\$ 187,535	\$ 180,088
Revenue from home sales	22,905	20,244	18,385
Rental home revenue	18,840	14,849	9,080
Ancillary revenues, net	508	370	741
Interest	2,884	3,747	4,359
Other income (loss)	(608)	1,033	(689)
Total revenues	235,956	227,778	211,964
COSTS AND EXPENSES			
Property operating and maintenance	48,893	48,125	46,194
Real estate taxes	16,366	15,860	15,173
Cost of home sales	18,181	15,700	13,861
Rental home operating and maintenance	13,830	10,927	7,300
General and administrative - real property	14,610	16,406	14,493
General and administrative - home sales and rentals	6,093	6,544	6,275
Depreciation and amortization	62,478	60,300	54,330
Extinguishment of debt	—	486	—
Deferred financing costs related to extinguished debt	—	234	—
Interest	61,939	61,173	55,650
Interest on mandatorily redeemable debt	3,601	3,945	4,322
Florida storm damage recovery	—	—	(390)
Total expenses	245,991	239,700	217,208
Equity loss from affiliate	(7,969)	(16,583)	(908)
Provision for state income tax	768	—	—
Loss from operations	(18,772)	(28,505)	(6,152)
Less income (loss) allocated to minority interest:			
Preferred OP Units	—	—	961
Common OP Units	(2,129)	(3,248)	(837)
Loss from continuing operations	(16,643)	(25,257)	(6,276)
Income from discontinued operations	—	—	824
Loss before cumulative effect of change in accounting principle	(16,643)	(25,257)	(5,452)
Cumulative effect of change in accounting principle	—	289	—
Net loss	\$ (16,643)	\$ (24,968)	\$ (5,452)
Weighted average common shares outstanding:			
Basic	17,938	17,641	17,716
Diluted	17,938	17,641	17,716
Basic and diluted earnings (loss) per share:			
Continuing operations	\$ (0.93)	\$ (1.44)	\$ (0.35)

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Discontinued operations	—	—	0.04
Loss before cumulative effect of change in accounting principle	(0.93)	(1.44)	(0.31)
Cumulative effect of change in accounting principle	—	0.02	—
Net loss	\$ (0.93)	\$ (1.42)	\$ (0.31)

The accompanying notes are an integral part of the consolidated financial statements

F-7

SUN COMMUNITIES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

(amounts in thousands)

	2007	2006	2005
Net loss	\$ (16,643)	\$ (24,968)	\$ (5,452)
Unrealized income (loss) on interest rate swaps	(1,676)	288	1,491
Comprehensive loss	\$ (18,319)	\$ (24,680)	\$ (3,961)

SUN COMMUNITIES, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

(amounts in thousands except for per share data)

	Additional		Accumulated Distributions Comprehensive in Excess of					Total
	Common Stock	Paid-in Capital	Officer's Notes	Unearned Compensation	Earnings (Loss)	Accumulated Earnings	Treasury Stock	Equity
Balance, January 1, 2005	\$ 196	\$ 462,522	\$ (9,798)	\$ (15,557)	\$ (959)	\$ (181,073)	\$ (43,585)	\$ 211,746
Issuance of common stock, net	2	1,929				(2,873)		(942)
Exercise of stock options		114						114
Amortization and forfeitures				2,370				2,370
Repayment of officer's notes			371					371
Treasury stock purchased, 600 shares							(20,015)	(20,015)
Reclassification and conversion of minority interest		(3,997)						(3,997)
Net loss						(5,452)		(5,452)
Unrealized income on interest rate swaps					1,491			1,491
Cash distributions declared of \$2.50 per share						(42,429)		(42,429)
Balance, December 31, 2005	\$ 198	\$ 460,568	\$ (9,427)	\$ (13,187)	\$ 532	\$ (231,827)	\$ (63,600)	\$ 143,257
Issuance of common stock, net	1	1,606				(2,075)		(468)
Exercise of stock options	1	2,430						2,431
Reclassification of unearned compensation on adoption of SFAS 123R		(13,187)		13,187				—
Stock-based compensation - amortization and forfeitures		2,600				86		2,686
Repayment of officer's notes			344					344

Edgar Filing: SUN COMMUNITIES INC - Form 10-K

Reclassification and conversion of minority interest			(1,135)						(1,135)
Net loss							(24,968)		(24,968)
Unrealized income on interest rate swaps					288				288
Cash distributions declared of \$2.52 per share							(43,238)		(43,238)
Balance, December 31, 2006	\$ 200	\$ 452,882	\$ (9,083)	\$ —	\$ 820	\$ (302,022)	\$ (63,600)	\$	79,197
Issuance of common stock, net	2	5,988				(5,326)			664
Exercise of stock options		38							38
Stock-based compensation - amortization and forfeitures		1,121					85		1,206
Repayment of officer's notes			343						343
Reclassification and conversion of minority interest			(1,542)						(1,542)
Net loss							(16,643)		(16,643)
Unrealized loss on interest rate swaps					(1,676)				(1,676)
Cash distributions declared of \$2.52 per share							(40,540)		(40,540)
Balance, December 31, 2007	\$ 202	\$ 458,487	\$ (8,740)	\$ —	\$ (856)	\$ (364,446)	\$ (63,600)	\$	21,047

The accompanying notes are an integral part of the consolidated financial statements

SUN COMMUNITIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

(amounts in thousands)

	2007	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (16,643)	\$ (24,968)	\$ (5,452)
Adjustments to reconcile net loss to cash provided by operating activities:			
Loss allocated to minority interests	(2,129)	(3,248)	(723)
Gain from property and land dispositions	—	—	(828)
Loss (gain) on valuation of derivative instruments	(248)	(279)	430
Stock compensation expense, net of cumulative effect of change in accounting principle	1,127	2,942	1,843
Depreciation and amortization	66,009	63,447	57,430
Amortization of deferred financing costs	1,437	1,659	1,939
Extinguishment of debt	—	486	—
Write off of deferred financing costs related to extinguished debt	—	234	—
Distributions from affiliate	1,350	450	1,100
Equity loss from affiliate	7,969	16,583	908
Decrease (increase) in notes receivable from sale of homes	640	1,724	(782)
Increase in inventory, other assets and other receivables, net	(9,886)	(11,511)	(15,982)
Increase (decrease) in accounts payable and other liabilities	23	(1,222)	331
Net cash provided by operating activities	49,649	46,297	40,214
CASH FLOWS FROM INVESTING ACTIVITIES:			
Investment in rental properties	(34,074)	(42,309)	(65,280)
Purchase of short-term investments	—	—	(84,875)
Proceeds from sale of short-term investments	—	—	129,850
Proceeds related to property and land dispositions	—	—	3,867
Proceeds from sale of installment loans on manufactured homes to Origen	—	—	—