FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

|X| Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2000.

OR

|_| Transition pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

COMMISSION FILE NUMBER 1-2616

SUN COMMUNITIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland	38-2730780
(State of Incorporation)	(I.R.S. Employer Identification No.)

31700 Middlebelt Road Suite 145 Farmington Hills, Michigan	48334
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (248) 932-3100

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 [X] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

17,499,437 shares of Common Stock, $.01 par value as of April 28, 2000

SUN COMMUNITIES, INC.

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SUN COMMUNITIES, INC.

CONSOLIDATED BALANCE SHEETS

MARCH 31, 2000 AND DECEMBER 31, 1999

(IN THOUSANDS)

ASSETS	2000	1999
Investment in rental property, net	$ 756,665	$ 755,138
Cash and cash equivalents	12,549	11,330
Notes and other receivables	95,062	93,428
Investment in and advances to affiliates	37,382	18,841
Other assets	26,188	25,295
Total assets	$ 927,846	$ 904,032
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Line of credit	$ 70,000	$ 47,000
Debt	353,854	354,564
Accounts payable and accrued expenses	19,607	17,616
Deposits and other liabilities	9,594	8,660
Total liabilities	453,055	427,840
Minority interests	137,619	137,834
Stockholders' equity:		
Preferred stock, $.01 par value, 10,000 shares authorized; no shares issued and outstanding	--	--
Common stock, $.01 par value, 100,000 shares authorized; 17,498 and 17,459 issued and outstanding in 2000 and 1999, respectively	175	174
Paid-in capital	393,392	393,360
Officers' notes	(11,286)	(11,452)
Unearned compensation	(5,304)	(5,459)
Distributions in excess of accumulated earnings	(39,805)	(38,265)
Total stockholders' equity	337,172	338,358
Total liabilities and stockholders' equity	$ 927,846	$ 904,032

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

SUN COMMUNITIES, INC.

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2000 AND 1999
(IN THOUSANDS EXCEPT FOR PER SHARE DATA)

	2000	1999
Revenues:		
Income from property	$ 33,129	$ 31,374
Other income	2,751	1,705
Total revenues	35,880	33,079
Expenses:		
Property operating and maintenance	7,172	6,849
Real estate taxes	2,247	2,205
Property management	740	611
General and administrative	1,051	910
Depreciation and amortization	7,546	6,882
Interest	6,694	6,684
Total expenses	25,450	24,141
Income before minority interests	10,430	8,938
Less income allocated to minority interests:		
Preferred OP Units	1,915	626
Common OP Units	1,158	1,177
Net income	$ 7,357	$ 7,135
Earnings per common share:		
Basic	$ 0.43	$ 0.42
Diluted	$ 0.42	$ 0.41
Weighted average common shares outstanding - basic	17,286	17,113
Distributions declared per common share outstanding	$ 0.51	$ 0.51

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

SUN COMMUNITIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2000 AND 1999
(IN THOUSANDS)

	2000	1999
Cash flows from operating activities:		
Net income	$ 7,357	$ 7,135
Adjustments to reconcile net income to net cash provided by operating activities:		
Income allocated to minority interests	1,158	1,177
Depreciation and amortization	7,546	6,882
Amortization of deferred financing costs	201	196
Increase in other assets	(1,843)	(910)
Increase in accounts payable and other liabilities	2,925	2,986
Net cash provided by operating activities	17,344	17,466
Cash flows from investing activities:		
Investment in rental properties	(8,090)	(14,337)
Investment in and advances to affiliate	(18,541)	(2,305)
Investments in notes receivable, net	(1,468)	(21,953)
Net cash used in investing activities	(28,099)	(38,595)
Cash flows from financing activities:		
Borrowings on line of credit, net	23,000	24,000
Repayments on notes payable and other debt	(710)	(684)
Net proceeds from issuance of common stock and operating partnership units	33	15
Distributions	(10,270)	(9,830)
Payments for deferred financing costs	(79)	(21)
Net cash provided by financing activities	11,974	13,480
Net increase (decrease) in cash and cash equivalents	1,219	(7,649)
Cash and cash equivalents, beginning of period	11,330	9,588
Cash and cash equivalents, end of period	$ 12,549	$ 1,939
Supplemental Information:		
Debt assumed for rental properties	$ --	$ 1,700
Capitalized lease obligation for rental properties	$ --	$ 10,605

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

SUN COMMUNITIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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1. BASIS OF PRESENTATION:

These unaudited condensed consolidated financial statements of Sun Communities, Inc., a Maryland Corporation, (the "Company"), have been prepared pursuant to the Securities and Exchange Commission ("SEC") rules and regulations and should be read in conjunction with the financial statements and notes thereto of the Company as of December 31, 1999. The following notes to consolidated financial statements present interim disclosures as required by the SEC. The accompanying consolidated financial statements reflect, in the opinion of management, all adjustments necessary for a fair presentation of the interim financial statements. All such adjustments are of a normal and recurring nature. Certain reclassifications have been made to the prior period financial statements to conform with current period presentation.

The Company owns 100 percent of the preferred stock of an affiliate, Sun Home Services, Inc. ("Sun Homes"), is entitled to 95 percent of the operating cash flow of Sun Homes, and accounts for its investment utilizing the equity method of accounting. The common stock is owned by two officers of the Company and the estate of a former officer of the Company who are entitled to receive 5 percent of the operating cash flow.

As of March 31, 2000, "SunChamp", a 50 percent controlled joint venture of the Company and Champion Enterprises, Inc., owns ten communities under initial development. The Company accounts for its investment utilizing the equity method of accounting.

2. RENTAL PROPERTY:

The following summarizes rental property (in thousands):

	March 31, 2000	December 31, 1999
Land	$ 76,120	$ 76,069
Land improvements and buildings	724,106	720,662
Furniture, fixtures, equipment	17,291	16,943
Land held for future development	16,668	17,046
Property under development	21,601	16,976
	855,786	847,696
Accumulated depreciation	99,121	92,558
Rental property, net	$ 756,665	$ 755,138

SUN COMMUNITIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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3. NOTES RECEIVABLE:

Notes receivable consisted of the following (in thousands):

	March 31, 2000	December 31, 1999
Mortgage notes receivable with minimum monthly interest payments at 7%, maturing June 30, 2012, collateralized by two communities (a)	$ 15,093	$ 15,093
Note receivable, bears interest at LIBOR + 2.35% and payable on demand	40,847	40,794
Note receivable, bears interest at 9.75% and matures September 2005	4,000	4,000
Installment loans on manufactured homes with interest payable monthly at a weighted average interest rate and maturity of 11% and 21 years, respectively.	18,200	18,635
Notes receivable, other, various interest rates ranging from 6% to 9.5% or prime + 1.5%, various maturity dates through December 31, 2003.	1,562	1,562
Other receivables	15,360	13,344
	$ 95,062	$ 93,428

(a) The stated interest rate is 12%. The excess of the interest earned at the stated rate over the pay rate is recognized upon receipt of payment.

Officers' notes which are presented in stockholders' equity are 10 year, LIBOR + 1.75% notes, with a minimum and maximum interest rate of 6% and 9%, respectively, collateralized by 366,206 shares of the Company's common stock and 127,794 OP Units with substantial personal recourse.

SUN COMMUNITIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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4. DEBT:

The following table sets forth certain information regarding debt (in thousands):

	March 31, 2000	December 31, 1999
Collateralized term loan, interest at 7.01%, due September 9, 2007	$ 43,797	$ 43,927
Senior notes, interest at 7.375%, due May 1, 2001	65,000	65,000
Senior notes, interest at 7.625%, due May 1, 2003	85,000	85,000
Senior notes, interest at 6.97%, due December 3, 2007	35,000	35,000
Callable/redeemable notes, interest at 6.77%, due May 14, 2015, callable/redeemable May 16, 2005	65,000	65,000
Capitalized lease obligations, interest ranging from 5.5% to 6.3%, due March 2001 through January 2004	36,474	36,620
Mortgage notes, other	23,583	24,017
	$ 353,854	$ 354,564

The Company had $55 million available to borrow under its $125 million line of credit at March 31, 2000. Borrowings under the line of credit bear interest at the rate of LIBOR plus 1.0% and mature January 1, 2003.

5. MINORITY INTERESTS:

Minority interests include 2,699,000 and 2,703,000 Common OP Units in Sun Communities Operating Limited Partnership (the "Operating Partnership") at March 31, 2000 and December 31, 1999, respectively. Additionally, minority interests include 1,325,275 Convertible Preferred Operating Partnership Units ("POP Units") and 2,000,000 Series A Perpetual Preferred Operating Partnership Units ("PPOP Units") at March 31, 2000 and December 31, 1999.

6. OTHER INCOME:

The components of other income are as follows for the periods ended March 31, 2000 and 1999 (in thousands):

	2000	1999
Interest and other	$ 2,832	$ 1,388
Income (loss) from affiliate	(81)	317
	$ 2,751	$ 1,705

SUN COMMUNITIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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7. EARNINGS PER SHARE (IN THOUSANDS):

	For the Three Months Ended March 31, 2000	For the Three Months Ended March 31, 1999
Earnings used for basic and diluted earnings per share computation	$ 7,357	$ 7,135
Total shares used for basic earnings per share	17,286	17,113
Dilutive securities, principally stock options	59	124
Total shares used for diluted earnings per share computation	17,345	17,237

Diluted earnings per share reflect the potential dilution that would occur if securities were exercised or converted into common stock. Convertible POP Units are excluded from the computations as their inclusion would have an antidilutive effect on earnings per share in 2000 and 1999.

SUN COMMUNITIES, INC.

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 the notes thereto. Capitalized terms are used as defined elsewhere in this Form 10-Q.

RESULTS OF OPERATIONS

Comparison of the three months ended March 31, 2000 and 1999

For the three months ended March 31, 2000, income before minority interests increased by 16.7 percent from $8.9 million to $10.4 million, when compared to the three months ended March 31, 1999. The increase was due to increased revenues of $2.8 million while expenses increased by $1.3 million.

Income from property increased by $1.7 million from $31.4 million to $33.1 million, or 5.6 percent, due primarily to rent increases and other community revenues ($1.8 million), lease up of manufactured home sites including new developments ($0.7 million), and acquisitions ($0.6 million), offset by a revenue reduction of $1.3 million due to the sale of four communities during 1999.

Other income increased by $1.0 million from $1.7 million to $2.7 million due primarily to a $1.4 million increase in interest and other income offset by a reduction of $0.4 million of income from affiliates.

Property operating and maintenance expenses increased by $0.3 million from $6.9 million to $7.2 million, or 4.7 percent, due primarily to acquisitions and timing.

Real estate taxes remained constant at $2.2 million for both periods.

Property management expenses increased by $0.1 million from $0.6 million to $0.7 million representing 2.2 percent and 1.9 percent of income from property in 2000 and 1999, respectively.

General and administrative expenses increased by $0.1 million from $0.9 million to $1.0 million, representing 2.9 percent and 2.8 percent of total revenues in 2000 and 1999, respectively.

Earnings before interest, taxes, depreciation and amortization ("EBITDA") increased by $2.2 million from $22.5 million to $24.7 million. EBITDA as a percent of revenues increased to 68.8 percent in 2000 compared to 68.0 percent in 1999.

Depreciation and amortization increased by $0.7 million from $6.9 million to $7.6 million, or 9.6 percent due primarily to acquisitions and development of communities in 1999.

Interest expense remained constant at $6.7 million for both periods.

SUN COMMUNITIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SAME PROPERTY INFORMATION

The following table reflects property-level financial information as of and for the three months ended March 31, 2000 and 1999. The "Same Property" data represents information regarding the operation of communities owned as of January 1, 1999 and March 31, 2000. Site, occupancy, and rent data for those communities is presented as of the last day of each period presented. The table includes sites where the Company is providing financing and managing the properties. Such amounts relate to the total portfolio data and include 923 sites in 2000 and 1999.

	SAME PROPERTY		TOTAL PORTFOLIO	
	2000	1999	2000	1999
Income from property	$ 24,739	$ 23,394	$ 33,129	$ 31,374
Property operating expenses:				
Property operating and maintenance	4,472	4,263	7,172	6,849
Real estate taxes	1,935	1,776	2,247	2,205
Property operating expenses	6,407	6,039	9,419	9,054
Property EBITDA	$ 18,332	$ 17,355	$ 23,710	$ 22,320
Number of operating properties	88	88	116(2)	107
Developed sites	29,995	29,409	39,463(2)	38,240
Occupied sites	28,552	27,905	35,636	35.427
Occupancy %	95.2%	94.9%	95.1%(1)	94.9%(1)
Weighted average monthly rent per site	$ 285	$ 272	$ 282(1)	$ 272(1)
Sites available for development	1,715	2,212	9,955(3)	8,478
Sites planned for development in current year	278	641	1,992(3)	2,327

(1) Occupancy % and weighted average rent relates to manufactured housing sites, excluding recreational vehicle sites and sites owned through joint ventures.

(2) Includes 7 communities and 1,150 develop sites owned through joint ventures.

(3) Includes 4,017 sites available for development and 641 sites planned for development owned through joint ventures.

On a same property basis, property revenues increased by $1.3 million from $23.4 million to $24.7 million, or 5.7 percent, due primarily to increases in rents and occupancy related charges including water and property tax pass through. Also contributing to revenue growth was the increase of 647 leased sites at March 31, 2000 compared to March 31, 1999.

Property operating expenses increased by $0.4 million from $6.0 million to $6.4 million or 6.1 percent, due to increased occupancies and costs. Property EBITDA increased by $1.0 million from $17.3 million to $18.3 million, or 5.6 percent.

SUN COMMUNITIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents increased by $1.2 million to $12.5 million at March 31, 2000 compared to $11.3 million at December 31, 1999 because cash provided by operating and financing activities exceeded cash used in investing activities.

Net cash provided by operating activities decreased by $0.1 million to $17.3 million for the three months ended March 31, 2000 compared to $17.4 million for the same period in 1999. This decrease was primarily due to other assets increasing by $0.9 million offset by a $0.9 million increase in income before minority interests and depreciation and amortization.

Net cash used in investing activities decreased by $10.5 million to $28.1 million from $38.6 million primarily due to a reduction of $ 20.5 million used to finance notes receivable and a $6.2 million decrease in rental property acquisition activities offset by a $16.2 million increase in investments in and advances to affiliates.

Net cash provided by financing activities decreased by $1.5 million to $12.0 million for the three months ended March 31, 2000 compared to $13.5 million for the same period in 1999. This decrease was primarily because of a $1.0 million reduction in borrowings on the line of credit and distributions increasing by $0.4 million.

The Company expects to meet its short-term liquidity requirements generally through its working capital provided by operating activities. The Company expects to meet certain long-term liquidity requirements such as scheduled debt maturities and property acquisitions through the issuance of equity or debt securities, or interests in the Operating Partnership. The Company considers these sources to be adequate and anticipates they will continue to be adequate to meet operating requirements, capital improvements, investment in development, and payment of distributions by the Company in accordance with REIT requirements in both the short and long term. The Company may also meet these short-term and long-term requirements by utilizing its $125 million line of credit which bears interest at LIBOR plus 1.0% and is due January 1, 2003. See "Special Note Regarding Forward-Looking Statements."

At March 31, 2000, the Company's debt to total market capitalization approximated 38.1% (assuming conversion of all Common and Preferred OP Units to shares of common stock), with a weighted average maturity of approximately 4.9 years and a weighted average interest rate of 7.1%.

Recurring capital expenditures approximated $1.0 million for the three months ended March 31, 2000.

SUN COMMUNITIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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 debt restructuring and sales of property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures." Industry analysts consider FFO to be an appropriate supplemental measure of the operating performance of an equity REIT primarily because the computation of FFO excludes historical cost depreciation as an expense and thereby facilitates the comparison of REITs which have different cost bases in their assets. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time, whereas real estate values have instead historically risen or fallen based upon market conditions. FFO does not represent cash flow from operations as defined by generally accepted accounting principles 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. The following table calculates FFO for the three months ended March 31, 2000 and 1999 (in thousands):

	2000	1999
Net income available to common shareholders	$ 7,357	$ 7,135
Add:		
Minority interest in earnings to common OP Unit holders	1,158	1,177
Depreciation and amortization, net of corporate office depreciation	7,481	6,822
Funds from operations	$ 15,996	$ 15,134
Weighted average OP Units outstanding used for basic FFO per share/unit	20,006	19,937
Dilutive securities:		
Stock options and awards	59	124
Convertible preferred OP Units	--	1,280
Weighted average OP Units used for diluted FFO per share/unit	20,065	21,341
FFO, per share/unit:		
Basic	$ 0.80	$ 0.76
Diluted	$ 0.80	$ 0.74

SUN COMMUNITIES, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OTHER CONTINUED:
Year 2000 Update

In February 2000, the Company officially concluded its Year 2000 compliance program as no events had occurred that significantly affected either the Company's operation or its financial statements.

Special Note Regarding Forward-Looking Statements

This Form 10-Q 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 be subject to the safe harbors created thereby. The words "may", "will", "expect", "believe", "anticipate", "should", "estimate", and similar expressions identify forward-looking statements. These forward-looking statements reflect the Company's current views with respect to future events and financial performance, but are based upon current assumptions regarding the Company's operations, future results and prospects, and are subject to many uncertainties and factors relating to the Company's operations and business environment which may cause the actual results of the Company to be materially different from any future results expressed or implied by such forward-looking statements. Please see the section entitled "Risk Factors" of the Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on February 15, 2000 for a list of uncertainties and factors.

Such factors include, but are not limited to, the following: (i) changes in the general economic climate; (ii) increased competition in the geographic areas in which the Company owns and operates manufactured housing communities; (iii) changes in government laws and regulations affecting manufactured housing communities; and (iv) the ability of the Company to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to the Company. The Company undertakes no obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

Recent Accounting Pronouncements

In June 1998, FASB issued SFAS No. 133 "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). This statement establishes accounting and reporting standards for derivative instruments including certain derivative instruments embedded in other contracts, (collectively referred to as derivatives) and for hedging activities. This statement will be effective January 1, 2001. There is no effect from the application of SFAS 133 on the earnings and financial position of the Company as the Company had no derivative instruments at March 31, 2000 and December 31, 1999.

SUN COMMUNITIES, INC.

PART II

ITEM 6.(A) - EXHIBITS REQUIRED BY ITEM 601 OF REGULATION S-K

EXHIBIT NO.	DESCRIPTION
27	Financial Data Schedule

ITEM 6.(B) - REPORTS ON FORM 8-K

The Company did not file any reports on Form 8-K during the period covered by this Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 12, 2000

SUN COMMUNITIES, INC.

BY: /s/ Jeffrey P. Jorissen

Jeffrey P. Jorissen, Chief Financial Officer and Secretary

SUN COMMUNITIES, INC.
EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	FILED HEREWITH	PAGE NUMBER HEREIN
27	Financial Data Schedule	X	

3-MOS
DEC-31-2000
JAN-01-2000
MAR-31-2000
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