

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A  
(RULE 14A-101)  
INFORMATION REQUIRED IN  
PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the registrant:

Filed by a party other than the registrant [X]

Check the appropriate box:

[ ] Preliminary proxy statement

[ ] Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))

[X] Definitive proxy statement

[ ] Definitive additional materials

[ ] Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

SUN COMMUNITIES, INC.

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(Name of registrant as specified in its charter)  
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N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)  
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Payment of filing fee (Check the appropriate box):

[X] No fee required

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which  
transaction applies:

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(2) Aggregate number of securities to which transaction  
applies:  
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(3) Per unit price or other underlying value of  
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(1) Amount previously paid:  
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(2) Form, schedule or registration statement no.:  
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(3) Filing party:  
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(4) Date filed:

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## SUN COMMUNITIES, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 29, 1997

To the Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders of Sun Communities, Inc. (the "Company") will be held at the Townsend Hotel, 100 Townsend Street, Birmingham, Michigan 48009, on Thursday, May 29, 1997, at 10:00 a.m., local time, for the following purposes:

- (1) To elect two Directors to serve until the Annual Meeting of Shareholders to be held in 2000 or until their successors shall have been duly elected and qualified;
- (2) To approve an amendment to the Company's Charter; and
- (3) To transact such other business as may properly come before the meeting.

A Proxy Statement containing information relevant to the Annual Meeting appears on the following pages.

Only holders of Common Stock of record at the close of business on April 4, 1997, are entitled to notice of and to vote at the meeting or any adjournments.

If you do not plan to attend the meeting and you wish to vote in accordance with the Board of Director's recommendations, it is not necessary to specify your choices; merely sign, date, and return the enclosed Proxy Card. If you attend the meeting, you may withdraw your Proxy and vote your own shares.

By Order of the Board of Directors

JEFFREY P. JORISSEN  
Secretary

Dated: April 7, 1997

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. HOWEVER, TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE ENCOURAGED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN THE POSTAGE-PAID ENVELOPE ENCLOSED FOR THAT PURPOSE.

## SUN COMMUNITIES, INC.

PROXY STATEMENT  
ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 29, 1997

## PROXIES AND SOLICITATIONS

This Proxy Statement is furnished to shareholders in connection with the solicitation of proxies by the Board of Directors (the "Board") of Sun Communities, Inc. ("Sun" or the "Company") to be used at the Annual Meeting of Shareholders (the "Annual Meeting") and at any adjournments. If received in time for the Annual Meeting, the shares represented by a valid proxy will be voted in accordance with the specifications, if any, contained in such executed proxy. If no instructions are given, proxies will be voted: (a) for all nominees for the Board; and (b) in favor of approval of the amendment to the Company's Charter. A proxy executed in the enclosed form may be revoked by the person signing it at any time before it is exercised. Proxies may be revoked by filing with the Secretary of the Company, any time prior to the time set for commencement of the Annual Meeting, a written notice of revocation bearing a later date than the proxy, or by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute revocation of a proxy).

In addition to the use of mails, proxies may be solicited by personal interview, telephone and telegram, by directors, officers and employees of the Company. Arrangements may also be made with brokerage houses or other custodians, nominees and fiduciaries to forward solicitation material to the beneficial owners of shares of the Company's common stock (the "Common Stock") held of record by such persons, and the Company may reimburse such persons for reasonable out-of-pocket expenses incurred in forwarding material. The Company anticipates that fees and expenses for the foregoing parties will not exceed \$1,000. The costs of all proxy solicitation will be borne by the Company.

The executive offices of the Company are located at 31700 Middlebelt Road, Suite 145, Farmington Hills, Michigan 48334. The approximate date of mailing of this Proxy Statement and the enclosed Proxy materials to the Company's shareholders is April 15, 1997.

## TIME AND PLACE OF MEETING

The Annual Meeting will be held at the Townsend Hotel, 100 Townsend Street, Birmingham, Michigan 48009, on Thursday, May 29, 1997, at 10:00 a.m., local time.

VOTING RIGHTS AND  
PRINCIPAL HOLDERS OF VOTING SECURITIES

Only shareholders of record at the close of business on April 4, 1997 are entitled to notice of and to vote at the Annual Meeting or at any adjournments. As of that date, the Company had 15,699,699 shares of Common Stock issued, outstanding and entitled to vote held by 1,287 holders of record. Each outstanding share entitles the record holder to one vote. Shares cannot be voted at the Annual Meeting unless the holder is present in person or represented by proxy. The presence, in person or by proxy, of shareholders entitled to vote a majority of the voting shares that are outstanding and entitled to vote will constitute a quorum.

Information concerning principal holders of the Common Stock is discussed under "Security Ownership of Certain Beneficial Owners and Management."

## MATTERS TO COME BEFORE THE ANNUAL MEETING

Two matters are expected to be considered at the Annual Meeting: (a) the election of two directors; and (b) the approval of an amendment to the Company's Charter.

## ELECTION OF DIRECTORS

The first matter expected to be considered at the Annual Meeting will be the election of two directors. It is proposed that these positions be filled by persons nominated to the Board by management. Each director shall be elected by a plurality of the votes cast at the Annual Meeting. Therefore, if a quorum is present, abstentions and broker non-votes will have no effect on the election of directors. Proxies will be tabulated by the Company's transfer agent. The Inspector of Elections appointed at the Annual Meeting will then combine the proxy votes with the votes cast at the Annual Meeting. Each director elected at the Annual Meeting will serve for a term commencing on the date of the Annual Meeting and continuing until the Annual Meeting of Shareholders to be held in 2000 or until his successor is duly elected and qualified. In the absence of directions to the contrary, proxies will be voted in favor of the election of the two nominees listed below.

If any of the nominees named below are unavailable to serve for any reason, then a valid proxy may be voted for the election of such other persons as the person or persons voting the proxy may deem advisable in accordance with their best judgment. Management has no present knowledge that any of the persons named will be unavailable to serve. In any event, the enclosed proxy can be voted for only the two nominees named in this Proxy Statement or their substitutes.

The following list identifies each incumbent director and nominee for election to the Board at the Annual Meeting and describes each person's principal occupation for the past five years. Each of the directors has served continuously from the date of his election to the present time.

NAME ----	AGE ---	OFFICE -----
Milton M. Shiffman.....	68	Chairman of the Board
Gary A. Shiffman.....	42	Chief Executive Officer, President and Director
Paul D. Lapidés.....	42	Director/Nominee
Clunet R. Lewis.....	50	Director
Ronald L. Piasecki.....	58	Director
Ted J. Simon.....	66	Director/Nominee
Arthur A. Weiss.....	48	Director
Carl R. Weinert.....	73	Director

MILTON M. SHIFFMAN is the Chairman of the Board, and has been an executive officer of Sun since its inception. In his 18 years of experience in the manufactured housing community industry, Mr. Shiffman has played an active role in the financing decisions and corporate structuring of the Company. Since 1964, he has also been involved in the development, acquisition, construction and operations of diverse real estate holdings including multi-family, community and regional shopping centers, nursing homes and various other commercial properties. Mr. Shiffman retired from medical practice in 1981 in order to devote his full time to real estate activities. He is also Chairman of the Board of Directors of Sun Home Services, Inc. ("Home Services"), Sun Management, Inc. ("Sun Management"), Sun QRS, Inc. ("Sun QRS") and Sun Florida QRS, Inc. ("Sun Florida QRS").

GARY A. SHIFFMAN is the President and Chief Executive Officer, and has been an executive officer of Sun since its inception. He has been actively involved in the management, acquisition, construction and development of manufactured housing communities and has

developed an extensive network of industry relationships over the past 13 years. He has overseen the land acquisition, rezoning, development and marketing of numerous manufactured home expansion projects. Mr. Shiffman is also the President and a director of Home Services, Sun Management, Sun QRS, Sun Florida QRS and Sun Water Oak Golf, Inc. ("Sun Golf"). Gary A. Shiffman is the son of Milton M. Shiffman.

PAUL D. LAPIDES has been a director since December 1993. Mr. Lapides is a director of the Corporate Governance Center in the Coles College of Business at Kennesaw State University, where he is an assistant professor of management. He is the author of numerous articles and books on real estate and management. Mr. Lapides is a consultant with BDO Seidman, an international accounting and consulting firm, where he specializes in the areas of asset management, marketing, and strategic planning. His real estate experience includes managing a \$3 billion national portfolio of income-producing real estate consisting of 42,000 multi-family units and 16 million square feet of commercial space.

CLUNET R. LEWIS has been a director since December 1993. Since August, 1995, Mr. Lewis has been a director of Eltrax Systems, Inc. ("Eltrax"), a company that provides data networking products and services. Mr. Lewis currently serves as Chief Financial Officer of Eltrax. From 1993 to September 1994, Mr. Lewis was the Executive Vice President of Military Communications Center, Inc., a company that provides long distance telecommunication services to military personnel. From 1973 to 1993, he practiced law with the law firm of Jaffe, Raitt, Heuer & Weiss, Professional Corporation, which represents the Company in various matters.

RONALD L. PIASECKI has been a director since May 1996, upon completion of the Company's acquisition of twenty-five manufactured housing communities (the "Aspen Properties") owned by affiliates of Aspen Enterprises, Ltd. ("Aspen"). Mr. Piasecki is the President, Chief Executive Officer and a director of HGI Realty, Inc., a REIT that specializes in the ownership and operation of factory outlet centers. In addition, Mr. Piasecki is the executive vice president and a director of Aspen, which he co-founded in 1973. Prior to the Company's acquisition of the Aspen Properties, Aspen was one of the largest privately-held developers and owners of manufactured housing communities in the U.S. Mr. Piasecki also serves as chairman of the board of directors of Kurdziel Industries, Inc., the world's largest producer of counter weights for the material handling industry.

TED J. SIMON has been a director since December 1993. Mr. Simon currently serves as Vice President-Real Estate Development (Western Division) of The Great Atlantic & Pacific Tea Company. Since 1981, Mr. Simon has served as Vice President-Real Estate of Borman's Inc., a wholly owned subsidiary of The Great Atlantic & Pacific Tea Company, Inc. From 1976-1981, he was the President of Schostak Bros. & Co., a major, full service commercial/ industrial real estate company based in Michigan.

CARL R. WEINERT has been a director since December 1993. Mr. Weinert has been in the banking industry since 1942. He served as a director and President of Bank of Commerce for 25 years until its merger with Security Bank, at which time he became a member of the Board of Directors of Security Bank. Mr. Weinert also provided investment advice to Lutheran Fraternal Life Company as its financial advisor until 1992.

ARTHUR A. WEISS has been a director since October 1996. Since 1976, Mr. Weiss has practiced law with the law firm of Jaffe, Raitt, Heuer & Weiss, Professional Corporation ("JRH&W"), which represents the Company in various matters. Mr. Weiss is currently a shareholder, director and Vice President of JRH&W.

To the best of the Company's knowledge, there are no material proceedings to which any nominee is a party, or has a material interest, adverse to the Company. To the best of the Company's knowledge, there have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions that are material to the evaluation of the ability or integrity of any nominee during the past five years.

## BOARD OF DIRECTORS AND COMMITTEES

Pursuant to the terms of the Company's charter, the directors are divided into three classes. The class up for election at the Annual Meeting will hold office for a term expiring at the annual meeting of shareholders to be held in 2000. A second class will hold office for a term expiring at the annual meeting of shareholders to be held in 1998 and a third class will hold office for a term expiring at the annual meeting of shareholders to be held in 1999. Each director will hold office for the term to which he is elected and until his successor is duly elected and qualified. Ted J. Simon, Carl R. Weinert and Paul D. Lapidès have terms expiring at the Annual Meeting but, for personal reasons, Mr. Weinert has declined to stand for re-election to the Board. Therefore, Mr. Simon and Mr. Lapidès are nominees for the class to hold office for a term expiring at the annual meeting of shareholders to be held in 2000. Milton M. Shiffman and Clunet R. Lewis have terms expiring in 1998, and Gary A. Shiffman, Ronald L. Piasecki and Arthur A. Weiss have terms expiring in 1999. At each annual meeting of the shareholders of the Company, the successors to the class of directors whose terms expire at such meeting will be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

The Board met six (6) times during 1996. Each of the directors on the Board attended at least 75% of the Board meetings that occurred after such person was appointed to the Board, and all committee members attended each meeting of the relevant committee after such person was appointed to such committee.

Several important functions of the Board may be performed by committees that are comprised of members of the Board. The Company's Bylaws authorize the formation of these committees and grant the Board the authority to prescribe the functions of each committee and the standards for membership of each committee. In addition, the Board appoints the members of each committee. The Board has four standing committees: an Audit Committee, a Compensation Committee, an Indemnification Committee and an Executive Committee.

The Audit Committee was established to: (i) annually recommend a firm of independent public accountants to the Board to act as auditors of the Company; (ii) review the scope of the annual audit with the auditors in advance of the audit; (iii) generally review the results of the audit and the adequacy of the Company's accounting, financial and operating controls; (iv) review the Company's accounting and reporting principles, policies and practices; and (v) perform such other duties as may be delegated to it by the Board. The current members of the Audit Committee are Messrs. Paul D. Lapidès, Clunet R. Lewis and Arthur A. Weiss. The Audit Committee held two (2) formal meetings during the fiscal year ended December 31, 1996.

The Compensation Committee was established to: (i) review and modify the compensation (including salaries and bonuses) of the Company's officers as initially set by the Company's President; (ii) administer the Company's Amended and Restated 1993 Stock Option Plan (the "Employee Option Plan"); and (iii) perform such other duties as may be delegated to it by the Board. The current members of the Compensation Committee are Messrs. Ted J. Simon, Carl R. Weinert and Ronald L. Piasecki. The Compensation Committee held three (3) formal meetings during the fiscal year ended December 31, 1996. See "Report of the Compensation Committee on Executive Compensation".

The Indemnification Committee was established to: (i) perform such duties as provided in Article XII of the Company's Bylaws; and (ii) perform such other duties as may be delegated to it by the Board. The current members of the Indemnification Committee are Messrs. Ted J. Simon and Clunet R. Lewis. The Indemnification Committee was formed on April 1, 1995 and did not hold any meetings in 1996.

The Executive Committee was established to generally manage the day-to-day business and affairs of the Company between regular Board meetings. In no event may the Executive Committee, without the prior approval of the Board acting as a whole: (i) recommend to the

shareholders an amendment to the Company's Charter; (ii) amend the Company's Bylaws; (iii) adopt an agreement of merger or consolidation; (iv) recommend to the shareholders the sale, lease or exchange of all or substantially all of the Company's property and assets; (v) recommend to the shareholders a dissolution of the Company or a revocation of a dissolution; (vi) fill vacancies on the Board; (vii) fix compensation of the directors for serving on the Board or on a committee of the Board; (viii) declare dividends or authorize the issuance of the Company's stock; (ix) approve or take any action with respect to any related party transaction involving the Company; or (x) take any other action which is forbidden by the Company's Bylaws. All actions taken by the Executive Committee must be promptly reported to the Board as a whole and are subject to ratification, revision and alteration by the Board, except that no rights of third persons created in reliance on authorized acts of the Executive Committee can be affected by any such revision or alteration. The current members of the Executive Committee are Messrs. Milton M. Shiffman, Gary A. Shiffman and Ted J. Simon. The Executive Committee did not hold any formal meetings during the fiscal year ended December 31, 1996.

The Board does not have a standing committee responsible for nominating individuals to become directors. The entire Board performs the function of such a committee.

#### AMENDMENT TO CHARTER

The next matter expected to be considered at the Annual Meeting will be the proposal to amend the Company's Charter as follows: (a) amend Article VII, Section 7 of the Company's Charter to make that section specifically subject to Article VII, Section 20 of the Company's Charter; and (b) amend Article VII, Section 20 of the Company's Charter to change the word "capital" to "common, preferred, or any other class of equity". The New York Stock Exchange requested that the Company make these technical amendments to its Charter in order to clarify that none of the restrictions on the transfer of shares of the Company's capital stock contained in the Company's Charter (which restrictions are primarily designed to preserve the Company's status as a REIT) precludes the settlement of any transaction concerning such shares effected on the New York Stock Exchange. The amendment to the Company's Charter will be adopted if it receives the affirmative votes of the holders of at least two-thirds (2/3) of the shares of Common Stock present, or represented, and entitled to vote at the Annual Meeting. Abstentions are treated as shares present, or represented at the Annual Meeting, and have the practical effect of a "no" vote. Broker non-votes are considered to be shares not present at the Annual Meeting for this purpose, and are neither counted towards the base number (a majority of which is required for passage) nor as a vote either affirmatively or negatively.

#### MANAGEMENT AND COMPENSATION

##### EXECUTIVE OFFICERS

The persons listed below are the current executive officers of the Company. Each is annually appointed by, and serves at the pleasure of, the Board.

NAME ----	AGE ---	OFFICE -----
Milton M. Shiffman.....	66	Chairman of the Board of Directors
Gary A. Shiffman.....	42	Chief Executive Officer and President
Jeffrey P. Jorissen.....	52	Senior Vice President, Treasurer, Chief Financial Officer and Secretary
Brian W. Fannon.....	48	Senior Vice President and Chief Operating Officer
Jonathan M. Colman.....	41	Senior Vice President - Acquisitions

Background information for Milton M. Shiffman and Gary A. Shiffman is provided under "Election of Directors," above. Background information for the other three executive officers is set forth below.



JEFFREY P. JORISSEN has been Chief Financial Officer and Secretary since August 1993, and Senior Vice President and Treasurer since December 1993. As a certified public accountant, he was with the international accounting firm of Coopers & Lybrand for sixteen years, including eight years as a partner. During his tenure at Coopers & Lybrand, Mr. Jorissen specialized in real estate and directed financial statement examinations of numerous public companies. From 1987 to 1991, he was President and Treasurer of Stoneridge Resources, Inc., the holding entity for three public companies. Mr. Jorissen is also the Chief Financial Officer and Secretary of Home Services, Sun Management, Sun QRS and Sun Florida QRS, and Mr. Jorissen is also the Secretary and Treasurer of Sun Golf.

BRIAN W. FANNON joined the Company in May 1994 as Senior Vice President-Operations and became Chief Operating Officer in 1995. Prior to joining the Company, he worked for Lautrec, Ltd., then the largest manufactured housing community owner-operator in the United States, where he was responsible for operations comprising 25,000 sites and 300 employees, and Quality Homes, Inc., its sales and marketing division. He joined that organization in 1978 as a regional manager and became President in 1986. Mr. Fannon was appointed by Governor Milliken to the Michigan Mobile Home Commission in 1977, the year of its inception. Subsequent appointments by Governors Blanchard and Engler have enabled Mr. Fannon to serve on such commission, including serving as its chairman from 1986 to 1994. Mr. Fannon is also the Vice President-Operations of Sun Golf.

JONATHAN M. COLMAN joined the Company in 1994 as Vice President-Acquisitions and became a Senior Vice President in 1995. A certified public accountant, Mr. Colman has over thirteen years of experience in the manufactured housing community industry. He has been involved in the acquisition, financing and management of over 75 manufactured housing communities for two of the 10 largest manufactured housing community owners, including Uniprop, Inc. during its syndication of over \$90 million in public limited partnerships in the late 1980s. Mr. Colman is also the Vice President of Sun Golf.

To the best of the Company's knowledge, there have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions that are material to the evaluation of the ability or integrity of any executive officer during the past five years.

## EXECUTIVE COMPENSATION

The following table sets forth all compensation paid to the Chief Executive Officer and each executive officer whose remuneration from the Company exceeded \$100,000 during the fiscal year ended December 31, 1996.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION		LONG TERM	ALL OTHER COMPENSATION(\$)
		SALARY(\$)	BONUS(\$)	COMPENSATION OPTIONS(#)	
Gary A. Shiffman, Chief Executive Officer and President	1996	\$ 210,000	\$ 35,000	300,000	0
	1995	\$ 200,000	0	305,430	\$ 177,319(1)
	1994	\$ 187,150	0	0	0
Jeffrey P. Jorissen, Senior Vice President, Treasurer, Chief Financial Officer and Secretary.....	1996	\$ 160,125	\$ 35,000	37,500	0
	1995	\$ 149,800	\$ 15,000	35,000	0
	1994	\$ 118,654	0	0	\$ 27,383(2)
Brian W. Fannon, Senior Vice President and Chief Operating Officer.....	1996	\$ 160,225	\$ 50,000	15,000	0
	1995	\$ 133,275	\$ 15,000	0	0
	1994	\$ 65,027	0	45,000	0
Jonathan M. Colman, Senior Vice President-Acquisitions...	1996	\$ 105,000	\$ 10,000	12,500	0
	1995	\$ 100,000	\$ 10,000	0	0
	1994	\$ 55,192	\$ 6,000	20,000	0

(1) On May 11, 1995, the Company issued 94,570 shares of Common Stock to Mr. Gary Shiffman in consideration for promissory notes aggregating \$2,045,076, or \$21.625 per share (the "Consideration"). The Consideration was based on the average of the closing sales prices of the Common Stock as quoted on the New York Stock Exchange for the ten (10) business day period immediately preceding and including May 4, 1995, which was the date that the proposed transaction with Mr. Gary Shiffman was presented to and approved by the Company's Board of Directors. However, in accordance with the rules and regulations promulgated pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company is required to report the difference between the Consideration (i.e., \$21.625 per share) and the fair market value of the Common Stock on the date of issuance (i.e., \$23.50 per share) as "Other Compensation" in the Summary Compensation Table.

(2) Aggregate value of shares of Common Stock transferred from Milton M. Shiffman, Gary A. Shiffman and Robert B. Bayer at various times in the fiscal year ended December 31, 1994. Mr. Milton Shiffman assigned 411 shares of Common Stock to Mr. Jorissen on June 16, 1994, Mr. Gary Shiffman assigned 411 shares of Common Stock to Mr. Jorissen on March 3, 1994 and Mr. Bayer assigned 411 shares of Common Stock to Mr. Jorissen on January 18, 1994. The closing sales prices on June 16, 1994, March 3, 1994 and January 18, 1994 were \$23.625, \$22.25 and \$20.75, respectively.

## OPTION/SAR GRANTS TABLE

NAME	SHARES UNDERLYING OPTIONS/SARS GRANTED IN 1996	% OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN 1996	EXERCISE PRICE (\$/SH.)	EXPIRATION DATE	POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
					5% (\$)	10% (\$)
Gary A. Shiffman	25,000	5.18%	\$ 26.625	3/11/06	\$ 418,608	\$ 1,060,835
	275,000	56.94%	\$28.6375	10/28/06	\$4,952,742	\$12,551,220
Jeffrey P. Jorissen	15,000	3.11%	\$ 27	2/26/06	\$ 254,702	\$ 645,466
	22,500	4.66%	\$28.6375	10/28/06	\$ 405,224	\$ 1,026,918
Brian W. Fannon	10,000	2.07%	\$ 27	2/26/06	\$ 169,802	\$ 430,311
	5,000	1.04%	\$28.6375	10/28/06	\$ 90,050	\$ 228,204
Jonathan M. Colman	7,500	1.55%	\$ 27	2/26/06	\$ 127,351	\$ 322,733
	5,000	1.04%	\$28.6375	10/28/06	\$ 90,050	\$ 228,204

AGGREGATED OPTION/SAR EXERCISES AND  
FISCAL YEAR-END OPTION/SAR VALUES TABLE

NAME	SHARES ACQUIRED ON EXERCISE IN 1996	VALUE RECEIVED	NO. OF UNEXERCISED OPTIONS/SARS AT FISCAL YEAR-END		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARS AT FISCAL YEAR-END(1)	
			EXERCISABLE	NOT EXERCISABLE	EXERCISABLE	NOT EXERCISABLE
Gary A. Shiffman(2)	0	N/A	116,666	233,334	\$1,132,599.59	\$1,401,462.90
Jeffrey P. Jorissen(3)	0	N/A	55,833	36,667	\$ 663,131.25	\$ 308,775.00
Brian W. Fannon(4)	0	N/A	49,999	10,001	\$ 574,764.43	\$ 69,548.08
Jonathan M. Colman(5)	0	N/A	24,166	8,334	\$ 268,516.93	\$ 57,045.58

(1) Value based on the last reported sales price on December 31, 1996 which was \$34.50 per share.

(2) Includes: (a) 50,000 stock options granted December 21, 1993 pursuant to the Employee Option Plan with an exercise price of \$20.00 per share, which options must be exercised by December 21, 2003; (b) 25,000 stock options granted March 11, 1996 pursuant to the Employee Option Plan with an exercise price of \$26.625 per share, which options must be exercised by March 11, 2006; and (c) 275,000 stock options granted October 28, 1996 pursuant to the Employee Option Plan with an exercise price of \$28.6375 per share, which options must be exercised by October 28, 2006

(3) Includes: (a) 20,000 stock options granted December 1, 1993 pursuant to the Employee Option Plan with an exercise price of \$20.00 per share, which options must be exercised by December 1, 2003; (b) 35,000 stock options granted May 23, 1995 pursuant to the Employee Option Plan with an exercise price of \$22.00 per share, which options must be exercised by May 23, 2005; (c) 15,000 stock options granted February 26, 1996 pursuant to the Employee Option Plan with an exercise price of \$27.00 per share, which options must be exercised by February 26, 2006; and (d) 22,500 stock options granted October 28, 1996 pursuant to the Employee Option Plan with an exercise price of \$28.6375 per share, which options must be

exercised by October 28, 2006.

- (4) Includes: (a) 45,000 stock options granted July 18, 1994 pursuant to the Employee Option Plan with an exercise price of \$22.50 per share, which options must be exercised by July 18, 2004; (b) 10,000 stock options granted February 26, 1996 pursuant to the Employee Option Plan with an exercise price of \$27.00 per share, which options must be exercised by February 26, 2006; and (c) 5,000 stock options granted October 28, 1996 pursuant to the Employee Option Plan with an exercise price of \$28.6375 per share, which options must be exercised by October 28, 2006.
- (5) Includes: (a) 20,000 stock options granted July 18, 1994 pursuant to the Employee Option Plan with an exercise price of \$22.50 per share, which options must be exercised by July 18, 2004; (b) 7,500 stock options granted February 26, 1996 pursuant to the Employee Option Plan with an exercise price of \$27.00 per share, which options must be exercised by February 26, 2006; and (c) 5,000 stock options granted October 28, 1996 pursuant to the Employee Option Plan with an exercise price of \$28.6375 per share, which options must be exercised by October 28, 2006.

## REPORT OF THE COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION

### Policy of Executive Officer Compensation

The executive compensation program is administered by the Compensation Committee of the Board (the "Committee") which is comprised of Non-Employee Directors, Messrs. Ted J. Simon, Carl R. Weinert and Ronald L. Piasecki. The program supports the Company's commitment to providing superior shareholder value. It is designed to attract and retain high-quality executives, to encourage them to make career commitments to the Company, and to accomplish the Company's short and long term objectives. The Committee attempts to structure a compensation program for the Company that will reward its top executives with bonuses and stock and option awards upon attainment of specified goals and objectives while striving to maintain salaries at reasonably competitive levels. The Committee reviews the compensation (including salaries, bonuses and stock options) of the Company's officers and performs such other duties as may be delegated to it by the Board. The Committee held three (3) formal meetings during the fiscal year ended December 31, 1996.

In reviewing the compensation to be paid to the Company's executive officers during the fiscal year ended December 31, 1996, the Committee sought to ensure that executive officers were rewarded for long term strategic management, for increasing the Company's value for its shareholders, and for achieving internal goals established by the Board.

The key components of executive officer compensation are salary, bonuses and stock option awards. Salary is generally based on factors such as an individual officer's level of responsibility, prior years' compensation, comparison to compensation of other officers in the Company, and compensation provided at competitive companies and companies of similar size. Bonuses and stock option awards are intended to reward exceptional performances. Stock option awards are also intended to increase an officer's interest in the Company's long-term success as measured by the market and book value of its Common Stock. Stock awards may be granted to officers and directors of the Company and its subsidiaries and to certain employees who have managerial or supervisory responsibilities under the Employee Option Plan. Stock awards may be stock options, stock appreciation rights, restricted share rights or any variation thereof. Four executive officers and twenty-six key employees received stock options under the Employee Option Plan during the fiscal year ended December 31, 1996.

### CEO Compensation

During the fiscal year ended December 31, 1996, Gary A. Shiffman served in the capacity of Chief Executive Officer of the Company. Under Mr. Shiffman's leadership, the Company's net income before extraordinary item and minority interest increased by more than 62% in 1996 as compared to 1995, and the Company continued its growth by acquiring an additional 29 manufactured housing communities in 1996. See "Shareholder Return Performance Presentation."

Prior to the Company's initial public offering and the formation of the Committee, the

Company entered into an employment agreement with Mr. Shiffman which governed the salary and bonus paid to Mr. Shiffman during the fiscal year ended December 31, 1996. Consequently, the Committee did not establish the compensation for Mr. Shiffman. Pursuant to this employment agreement, Mr. Shiffman was paid a salary of \$210,000 and received incentive compensation of \$35,000.00 on the basis of the Company's performance. Although Mr. Shiffman may have been entitled to greater incentive compensation on the basis of the Company's performance, Mr. Shiffman requested that the Company not pay him any additional incentive compensation at that time and the Committee honored this request. Based upon market studies of pay levels for chief executive officers of REITs (conducted by the National Association of Real Estate Investment Trusts), the Committee believes that Mr. Shiffman's salary and bonus compensation is competitive with, if not below, the appropriate level for his position, particularly in view of his performance. See "Certain Transactions."

Ted J. Simon

Carl R. Weinert

Ronald L. Piasecki

#### EMPLOYMENT AGREEMENTS

Gary A. Shiffman

The Company has entered into an employment agreement with Gary A. Shiffman pursuant to which Mr. Shiffman serves as Chief Executive Officer and President of the Company. Mr. Shiffman's employment agreement is for an initial term of five years ending December 31, 2001. Pursuant to his employment agreement, Mr. Shiffman will be paid a base salary of \$250,000 in 1997 and a base salary of \$350,000 for each year thereafter, which shall be increased by an annual cost of living adjustment beginning with calendar year 1999. In addition to his base salary and in accordance with the terms of his employment agreement, Mr. Shiffman: (a) received a \$50,000 signing bonus; (b) received an option to purchase 250,000 shares of Common Stock in accordance with the terms of the Employee Option Plan; and (c) is entitled to incentive compensation of up to 50% of his then base salary in accordance with the incentive compensation formula set forth in the employment agreement. A copy of Mr. Shiffman's employment agreement is attached as an exhibit to the Company's periodic filings under the Exchange Act.

The non-competition clauses of Mr. Shiffman's employment agreement preclude him from engaging, directly or indirectly: (a) in the real estate business or any ancillary business of the Company during the period he is employed by the Company; and (b) in the manufactured housing community business or any ancillary business of the Company for a period of eighteen months following the period he is employed by the Company. However, Mr. Shiffman's employment agreement does allow him to make passive investments relating to real estate in general or the housing industry in particular (other than in manufactured housing communities) during the period he is employed by the Company.

Jeffrey P. Jorissen

The Company has entered into an employment agreement with Jeffrey P. Jorissen pursuant to which Mr. Jorissen serves as Senior Vice President, Chief Financial Officer, Treasurer and Secretary of the Company. Mr. Jorissen's employment agreement is for an initial term of three years ending December 31, 1998. Pursuant to his employment agreement, Mr. Jorissen must devote his entire productive time, ability and attention to the Company and, in consideration for his services, Mr. Jorissen will be paid an annual base salary of \$190,000 which will be increased by five percent per year. In addition to this base salary, Mr. Jorissen is entitled to an annual bonus (which bonus will not exceed 50% of Mr. Jorissen's then annual base salary) in accordance with the terms of an executive bonus plan to be agreed upon by the Company and Mr. Jorissen. A copy of Mr. Jorissen's employment agreement is attached as an exhibit to the Company's periodic filings under the Exchange Act.

The non-competition clauses of Mr. Jorissen's employment agreement preclude him from engaging, directly or indirectly, in the real estate business or any ancillary business of the Company during the period he is employed by the Company and for a period of eighteen months thereafter.

#### OUTSIDE DIRECTOR COMPENSATION

Directors who are not employees of the Company are entitled to an annual retainer fee of \$12,000, payable \$3,000 per calendar quarter, plus a \$1,000 fee for each quarterly meeting of the Board. For services during the fiscal year ended December 31, 1996, Ted J. Simon, Carl R. Weinert, Paul D. Lapidés and Clunet R. Lewis each earned directors' fees of \$16,000 and Ronald L. Piasecki earned director's fees of \$8,000. Although Arthur A. Weiss earned director's fees of \$4,000 for services during the fiscal year ended December 31, 1996, he declined such fees.

## SHAREHOLDER RETURN PERFORMANCE PRESENTATION

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 composed of publicly traded real estate investment trusts, for the period commencing on December 9, 1993 (the date of the Company's initial public offering) and ending on December 31, 1996. This line graph assumes a \$100 investment on December 9, 1993 with dividend reinvestment.

[LINE GRAPH]

	12/9/93 -----	12/31/93 -----	12/31/94 -----	12/31/95 -----	12/31/96 -----
Sun Communities, Inc.	100.00	99.76	120.56	149.33	208.83
NYSE Broad Market Index	100.00	102.97	100.97	130.92	157.70
REIT Industry Index	100.00	100.08	100.92	118.53	158.47

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of March 3, 1997, the shareholdings of: (a) each person known to the Company to be the beneficial owner of more than five percent (5%) of the Common Stock; (b) each director of the Company; (c) each executive officer listed in the Summary Compensation Table; and (d) all executive officers and directors of the Company as a group, based upon information available to the Company.

NAME AND ADDRESS OF BENEFICIAL OWNER -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF OUTSTANDING SHARES(1) -----
Milton M. Shiffman 31700 Middlebelt Road Suite 145 Farmington Hills, Michigan 48334	521,009(2)	3.28%
Gary A. Shiffman 31700 Middlebelt Road Suite 145 Farmington Hills, Michigan 48334	842,033(3)	5.28%
Jeffrey P. Jorissen 31700 Middlebelt Road Suite 145 Farmington Hills, Michigan 48334	79,345(4)	*
Brian W. Fannon 31700 Middlebelt Road Suite 145 Farmington Hills, Michigan 48334	60,814(5)	*
Jonathan M. Colman 31700 Middlebelt Road Suite 145 Farmington Hills, Michigan 48334	31,666(6)	*
Ted J. Simon P.O. Box 33446 Detroit, Michigan 48232	3,500(7)	*
Carl R. Weinert 15658 Mok Eastpointe, Michigan 48021	2,500(8)	*
Paul D. Lapidés 1000 Chastain Road Kennesaw, Georgia 30144	4,000(9)	*
Clunet R. Lewis 2000 Town Center Suite 690 Southfield, Michigan 48075	4,500(10)	*
Ronald L. Piasecki 5000 Hakes Street Muskegon, Michigan 49441	35,095(11)	*
Arthur A. Weiss One Woodward Avenue Suite 2400 Detroit, Michigan 48226	0	0%
Cohen & Steers Capital Management, Inc. 757 Third Avenue New York, New York 10017	1,128,500	7.19%



NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF OUTSTANDING SHARES(1)
LaSalle Advisors Limited Partnership (12) 11 South LaSalle Street Chicago, Illinois 60603	1,174,900	7.49%
The Equitable Companies Incorporated (13) 787 Seventh Avenue New York, New York 10019	955,600	6.09%
All current executive officers and directors as a group (11 persons)	1,584,462(14)	9.72%

\* Less than one percent (1%) of the outstanding shares.

- (1) Percentage calculations based on 15,697,365 shares of Common Stock issued and outstanding as of March 3, 1997 plus shares of Common Stock which may be acquired pursuant to options exercisable or limited partnership interests in the Operating Partnership ("Common OP Units") that are convertible into Common Stock within sixty days of March 3, 1997 by each individual or group listed.
- (2) Includes 141,794 Common OP Units convertible into shares of Common Stock and 24,999 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997. Does not include shares or Common OP Units held by other family members as to which beneficial ownership is disclaimed.
- (3) Includes 127,794 Common OP Units convertible into shares of Common Stock and 124,999 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997. Does not include shares or Common OP Units held by other family members as to which beneficial ownership is disclaimed.
- (4) Includes 60,833 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997. Does not include shares held by other family members as to which beneficial ownership is disclaimed.
- (5) Includes 53,332 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.
- (6) Includes 26,666 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.
- (7) Includes 2,000 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.
- (8) Includes 834 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.
- (9) Includes 1,500 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.
- (10) Includes 2,500 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.
- (11) Includes 13,889 Common OP Units convertible into shares of Common Stock held by Aspen Group, a Michigan co-partnership, which are attributable to Mr. Piasecki because of his 25% general partnership interest in Aspen Group. Includes 20,986 Common OP Units convertible into shares of Common Stock held by Aspen Group-KC, a Michigan co-partnership, which are attributable to Mr. Piasecki because of his 25% general partnership interest in Aspen Group-KC.
- (12) Includes shares held by LaSalle Advisors Limited Partnership ("LaSalle") and ABKB/LaSalle Securities Limited Partnership ("ABKB"), which (according to the Schedule 13G filed by this group) is a Maryland limited partnership, the limited partner of which is LaSalle and the general partner of which is ABKB/LaSalle Securities, Inc., a Maryland corporation, the sole stockholder of

which is LaSalle. LaSalle and ABKB, each registered investment advisors, have different advisory clients. According to the Schedule 13G filed by this group, (a) LaSalle has the: (i) sole power to vote or direct the vote of 281,150 shares, (ii) shared power to vote or to direct the vote of 105,850 shares, (iii) sole power to dispose or to direct the disposition of 281,150 shares, and (iv) shared power to dispose or to direct the disposition of 290,050; and (b) ABKB has the: (i) sole power to vote or direct the vote of 112,000 shares, (ii) shared power to vote or to direct the vote of 406,290 shares, (iii) sole power to dispose or to direct the disposition of 112,000 shares; and (iv) shared power to dispose or to direct the disposition of 491,700.

- (13) Includes shares held by The Equitable Life Assurance Society of the United States, a subsidiary, which (according to the Schedule 13G filed by this group) were acquired solely for investment purposes and shares held by Alliance Capital Management L.P., a subsidiary, which (according to the Schedule 13G filed by this group) were acquired solely for investment purposes on behalf of client discretionary investment advisory accounts. The Equitable Life Assurance Society of the United States and Alliance Capital Management L.P. were included in a Schedule 13G filed by a group which also consisted of The Equitable Companies Incorporated; Donaldson, Lufkin & Jenrette Securities Corporation; Wood, Struthers & Winthrop Management Corporation; Alpha Assurances I.A.R.D. Mutuelle; Alpha Assurances Vie Mutuelle; AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Courtage Assurance Mutuelle; and AXA.
- (14) Includes 304,463 Common OP Units convertible into shares of Common Stock and 297,663 shares of Common Stock which may be acquired pursuant to options exercisable within sixty days of March 3, 1997.

#### CERTAIN TRANSACTIONS

In 1995, the Company issued Mr. Gary A. Shiffman, the Company's Chief Executive Officer and President, 400,000 shares of Common Stock for \$8,650,000 (the "Purchase Price"). The Purchase Price is evidenced by three (3) separate 10-year promissory notes that bear interest at a rate equal to six months' LIBOR plus 175 basis points, with a maximum interest rate of 9% per annum and a minimum interest rate of 6% per annum (the "Promissory Notes"). Two of the Promissory Notes are secured by shares of Common Stock (the "Secured Shares") and/or OP Units (the "Secured Units") and the last Promissory Note is unsecured but fully recourse to Mr. Shiffman. Mr. Shiffman's personal liability on the secured Promissory Notes is limited to all accrued interest on such notes plus fifty percent (50%) of the deficiency, if any, after application of the proceeds from the sale of the Secured Shares and/or the Secured Units to the then outstanding principal balance of the Promissory Notes. The Promissory Notes provide for quarterly interest only payments and provide that all cash distributions and dividends paid to Mr. Gary Shiffman on the Secured Shares and the Secured Units (the "Distributions") will first be applied toward the accrued and unpaid interest under the Promissory Notes and sixty percent (60%) of the remainder of the Distributions, if any, will be applied toward the outstanding principal balance of the Promissory Notes. The largest aggregate indebtedness outstanding under the Promissory Notes since January 1, 1996 was \$8,958,372. As of March 1, 1997, the amount outstanding under the Promissory Notes was approximately \$8,751,371. Copies of the Promissory Notes have been filed as exhibits to the Company's periodic filings under the Exchange Act.

On April 8, 1996, the Company completed a \$122.8 million public offering of 4.7 million shares of its Common Stock (the "Equity Offering"). Jeffrey P. Jorissen, the Company's Senior Vice President, Treasurer, Chief Financial Officer and Secretary, Brian W. Fannon, the Company's Senior Vice President and Chief Operating Officer, and Jonathan M. Colman, the Company's Senior Vice President - Acquisitions, collectively, purchased 20,000 shares of Common Stock in the Equity Offering at the public offering price of \$26.125 per share. Such purchases in the Equity Offering were financed with loans from the Operating Partnership on terms substantially identical to the terms of the Operating Partnership's loan to Mr. Gary Shiffman described above. The largest aggregate indebtedness outstanding under Mr. Jorissen's promissory notes to the Operating Partnership, Mr. Fannon's promissory notes to the Operating Partnership and Mr. Colman's promissory notes to the Operating Partnership since January 1, 1996 were \$270,314, \$162,188 and \$108,125, respectively. As of March 1, 1997, the total amounts outstanding under Mr. Jorissen's promissory notes to the Operating Partnership, Mr. Fannon's promissory notes to the Operating Partnership and Mr. Colman's

promissory notes to the Operating Partnership were approximately \$264,364, \$158,619 and \$105,746, respectively.

On May 1, 1996, the Company acquired the Aspen Properties from affiliates of Aspen. Of the \$226.0 million purchase price for the Aspen Properties: (i) \$144.0 million was used to retire existing mortgage debt secured by the Aspen Properties; (ii) \$42.1 million was distributed to the limited and general partners of certain partnerships affiliated with Aspen, including Mr. Ronald L. Piasecki; (iii) \$4.2 million was issued in the form of Common OP Units in the Operating Partnership; and (iv) \$35.8 million was issued in the form of convertible preferred limited partnership interests in the Operating Partnership ("Preferred OP Units"). Both the Common OP Units and the Preferred OP Units were issued to affiliates of Aspen, including, either directly or indirectly, Mr. Piasecki. Upon completion of the acquisition of the Aspen Properties, Mr. Piasecki was appointed to the Board of Directors of the Company.

#### GENERAL INFORMATION

##### INDEPENDENT PUBLIC ACCOUNTANTS

The Board selected Coopers & Lybrand L.L.P. as the Company's independent public accountants for the fiscal year ended December 31, 1996. Representatives of Coopers & Lybrand L.L.P. are expected to be present at the Annual Meeting, and will have the opportunity to make a statement if they desire to do so and to respond to appropriate questions. It is expected that Coopers & Lybrand L.L.P. will also serve the Company in the same capacity during the fiscal year ending December 31, 1997.

##### SHAREHOLDERS' PROPOSALS

Any and all shareholder proposals for inclusion in the proxy materials for the Company's next Annual Meeting of Shareholders must comply with the rules and regulations promulgated under the Exchange Act and must be received by the Company, at its offices at 31700 Middlebelt Road, Suite 145, Farmington Hills, Michigan 48334, not later than December 9, 1997. Such proposals should be addressed to the Company's Secretary.

The Company's Bylaws also contain certain provisions which affect shareholder proposals. The Company's Bylaws provide that: (a) with respect to an annual meeting of shareholders, nominations of persons for election to the Board of Directors and the proposal of business to be considered by shareholders may be made only (i) pursuant to the Company's notice of the meeting, (ii) by the Board of Directors, or (iii) by a shareholder who is entitled to vote at the meeting and has complied with the advance notice procedures set forth in the Bylaws; and (b) with respect to special meetings of shareholders, only the business specified in the Company's notice of meeting may be brought before the meeting of shareholders, and nominations of persons for election to the Board of Directors may be made only (i) by the Board of Directors, or (ii) provided that the Board of Directors has determined that directors shall be elected at such meeting, by a shareholder who is entitled to vote at the meeting and has complied with the advance notice provisions set forth in the Bylaws.

##### OTHER MATTERS

The Company's Annual Report for the year ended December 31, 1996 has been mailed with this Proxy Statement or previously delivered to shareholders.

Management knows of no matters which will be presented for consideration at the Annual Meeting other than those stated in the Notice of Meeting. However, if any other matters do properly come before the Annual Meeting, the person or persons named in the accompanying proxy form will vote the proxy in accordance with their best judgment regarding such matters, including the election of a director or directors other than those named in this Proxy Statement should an emergency or unexpected occurrence make the use of such discretionary authority necessary, and also regarding matters incident to the conduct of the

meeting.

Shareholders are requested to date, sign and return the enclosed proxy in the enclosed postage-paid envelope. So that the presence, in person or by proxy, of the holders of a majority of the shares entitled to vote at the meeting may be assured, prompt execution and return of the proxy is requested.

By Order of the Board of Directors

JEFFREY P. JORISSEN  
Secretary

Dated: April 7, 1997

SUN COMMUNITIES, INC.  
31700 MIDDLEBELT ROAD, SUITE 145  
FARMINGTON HILLS, MICHIGAN 48334

SOLICITED BY THE BOARD OF DIRECTORS  
FOR THE ANNUAL MEETING OF SHAREHOLDERS ON MAY 29, 1997.

The undersigned hereby appoints Milton M. Shiffman and Gary A. Shiffman, or either of them, as attorneys and proxies of the undersigned shareholder, with full power of substitution, to vote on behalf of the undersigned and in his or her name and stead, all shares of the common stock of Sun Communities, Inc., (the "Company") which the undersigned would be entitled to vote if personally present at the Company's Annual Meeting of Shareholders to be held at the Townsend Hotel, 100 Townsend Street, Birmingham, Michigan 48009 on Thursday, May 29, 1997, and at any adjournments thereof.

The undersigned shareholder acknowledges receipt of the notice of Annual Meeting and Proxy Statement dated April 7, 1997.

The giving of this Proxy does not affect the right of the undersigned shareholder to vote in person should the undersigned shareholder attend the Annual Meeting. This Proxy may be revoked at any time before it is voted.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN WITH RESPECT TO A PARTICULAR PROPOSAL, THIS PROXY WILL BE VOTED FOR SUCH PROPOSAL.

PLEASE MARK, DATE, SIGN, AND RETURN THIS PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES OF AMERICA.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

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[X] PLEASE MARK VOTES AS IN THIS EXAMPLE

1. Election of Directors.

PAUL D. LAPIDES AND TED J. SIMON

NOTE: IF YOU DO NOT WISH YOUR SHARES VOTED "FOR" A PARTICULAR NOMINEE, MARK THE "FOR ALL EXCEPT" BOX AND STRIKE A LINE THROUGH THAT NOMINEES NAME. YOUR SHARES SHALL BE VOTED FOR THE REMAINING NOMINEES.

For	With-	For All
	hold	Except
[ ]	[ ]	[ ]

2. Approval of the Amendment to the Company's Charter.

For	Against	Abstain
[ ]	[ ]	[ ]

3. The above-appointed proxies are authorized to vote upon all matters incidental to the conduct of the Annual Meeting and such other business as may properly come before the Annual Meeting in accordance with their best judgment.

RECORD DATE SHARES:

Please be sure to sign and date this Proxy. Date

Shareholder sign here Co-owner sign here

Mark box at right if comments or address change have been noted on the reverse side of this card. [ ]

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DETACH CARD

SUN COMMUNITIES, INC.

Dear Shareholder:

Please take note of the important information enclosed with this Proxy Ballot. There are a number of issues related to the management and operation of your Corporation that require your immediate attention and approval. These are discussed in detail in the enclosed proxy materials.

Your vote counts, and you are strongly encouraged to exercise your rights to vote your shares.

Please mark the boxes on the proxy card to indicate how your shares shall be voted. Then sign the card, detach it and return your proxy vote in the enclosed postage paid envelope.

Thank you in advance for your prompt consideration of these matters.

Sincerely,

Sun Communities, Inc.