

SUN COMMUNITIES INC  
Form 10-K  
February 20, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2013  
Commission file number 1-12616

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

Maryland  
(State of Incorporation)  
27777 Franklin Rd.  
Suite 200

38-2730780  
(I.R.S. Employer Identification No.)

Southfield, Michigan  
(Address of Principal Executive Offices)  
(248) 208-2500

48034  
(Zip Code)

(Registrant's telephone number, including area code)  
Common Stock, Par Value \$0.01 per Share  
Securities Registered Pursuant to Section 12(b) of the  
Act

New York Stock Exchange  
Name of each exchange on which registered

7.125% Series A Cumulative Redeemable Preferred  
Stock, Par Value \$0.01 per Share  
Securities Registered Pursuant to Section 12(b) of the  
Act

New York Stock Exchange  
Name of each exchange on which registered

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

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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 [ X ]    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 [X]

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As of June 30, 2013, the aggregate market value of the Registrant's stock held by non-affiliates was approximately \$1,699,804,983.68 (computed by reference to the closing sales price of the Registrant's common stock as of June 30, 2013). 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.

Number of shares of common stock, \$0.01 par value per share, outstanding as of February 14, 2014: 36,168,663

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## SUN COMMUNITIES, INC.

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SUN COMMUNITIES, INC.

## PART I

### ITEM 1. BUSINESS

#### GENERAL

Sun Communities, Inc., a Maryland corporation, together with the Sun Communities Operating Limited Partnership, a Michigan limited partnership (the "Operating Partnership") and other consolidated subsidiaries are referred to herein as the "Company", "us", "we", and "our". We are a self-administered and self-managed real estate investment trust ("REIT").

We are a fully integrated real estate company which, together with our affiliates and predecessors, has been in the business of acquiring, operating, developing and expanding manufactured housing ("MH") and recreational vehicle ("RV") communities since 1975. We lease individual parcels of land ("sites") with utility access for placement of manufactured homes and RVs to our customers. We are also engaged through a taxable subsidiary, Sun Home Services, Inc., a Michigan corporation ("SHS"), in the marketing, selling, and leasing of new and pre-owned homes to current and future residents in our communities. The operations of SHS support and enhance our occupancy levels, property performance, and cash flows.

We own, operate, and develop MH and RV communities concentrated in the midwestern, southern, and southeastern United States. As of December 31, 2013, we owned and operated a portfolio of 188 properties located in 26 states (the "Properties", or "Property"), including 150 MH communities, 27 RV communities, and 11 Properties containing both MH and RV sites. As of December 31, 2013, the Properties contained an aggregate of 69,789 developed sites comprised of 54,168 developed manufactured home sites, 7,633 annual RV sites (inclusive of both annual and seasonal usage rights), 7,988 transient RV sites, and approximately 6,300 additional manufactured home sites suitable for development.

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; San Antonio, Texas; Dayton, Ohio; Grand Rapids, Michigan; Elkhart, Indiana; Indianapolis, Indiana; Traverse City, Michigan; Charlotte, North Carolina; Denver, Colorado; Ft. Myers, Florida and Orlando, Florida; and we employed an aggregate of 1,236 full and part time employees as of December 31, 2013.

Our website address is [www.suncommunities.com](http://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 (the "SEC").

#### STRUCTURE OF THE COMPANY

The Operating Partnership is structured as an umbrella partnership REIT, or UPREIT. In 1993, we contributed our net assets to the Operating Partnership in exchange for the sole general partner interest in the Operating Partnership and the majority of all the Operating Partnership's initial capital. We substantially conduct our operations through the Operating Partnership. The Operating Partnership owns, either directly or indirectly through subsidiaries, all of our assets. This UPREIT structure enables us to comply with certain complex requirements under the federal tax rules and regulations applicable to REITs, and to acquire MH and RV communities in transactions that defer some or all of the sellers' tax consequences. The financial results of the Operating Partnership and our other subsidiaries are consolidated in our consolidated financial statements. The financial results include certain activities that do not necessarily qualify as REIT activities under the Internal Revenue Code of 1986, as amended (the "Code"). We have formed taxable REIT subsidiaries, as defined in the Code, to engage in such activities. We use taxable REIT subsidiaries to offer certain

services to our residents and engage in activities that would not otherwise be permitted under the REIT rules if provided directly by us or by the Operating Partnership. The taxable REIT subsidiaries include our home sales business, SHS, which provides manufactured home sales, leasing and other services to current and prospective tenants of the Properties.

We do not own all of the Operating Partnership units ("OP units"). As of December 31, 2013, the Operating Partnership had issued and outstanding 38,209,616 common OP units, 3,400,000 7.125% Series A Cumulative Redeemable Preferred OP Units (the "7.125% Series A OP Units"), 1,325,275 preferred OP units ("Aspen preferred OP units"), 455,476 Series A-1 preferred OP units, 112,400 Series B-3 preferred OP units and 40,267.50 Series A-3 preferred OP units. As of December 31, 2013, we held 36,140,294 common OP units, or approximately 94.6% of the issued and outstanding common OP units, all of the 7.125% Series A OP Units and no Aspen preferred OP units, Series A-1 preferred OP units, Series B-3 preferred OP units or Series A-3 preferred OP units.

Subject to certain limitations, the holder of each common OP unit at its option may convert such common OP unit at any time into one share of our common stock. The holders of common OP units receive distributions on the same dates and in amounts equal

SUN COMMUNITIES, INC.

to the distributions paid to holders of our common stock.

Subject to certain limitations, at any time prior to January 1, 2024, the holder of each Aspen preferred OP unit at its option may convert such Aspen preferred OP unit into: (a) if the market price of our common stock is \$68.00 per share or less, 0.397 common OP units, or (b) if the market price of our common stock is greater than \$68.00 per share, that number of common OP units determined by dividing (i) the sum of (A) \$27.00 plus (B) 25% of the amount by which the market price of our common stock exceeds \$68.00 per share, by (ii) the per-share market price of our common stock. The holders of Aspen preferred OP units generally receive distributions on the same dates as distributions are paid to holders of common OP units. Each Aspen preferred OP unit is entitled to receive distributions in an amount equal to the product of (x) \$27.00, multiplied by (y) an annual rate equal to the 10-year United States Treasury bond yield plus 239 basis points; provided, however, that the aggregate distribution rate shall not be less than 6.5% nor more than 9%. On January 2, 2024, we are required to redeem all Aspen preferred OP units that have not been converted to common OP Units. In addition, we are required to redeem the Aspen preferred OP units of any holder thereof within five days after receipt of a written demand during the existence of certain uncured Aspen preferred OP unit defaults, including our failure to pay distributions on the Aspen preferred OP units when due and our failure to provide certain security for the payment of distributions on the Aspen preferred OP units. We may also redeem Aspen preferred OP units from time to time if we and the holder thereof agree to do so.

Subject to certain limitations, the holder of each Series A-1 preferred OP unit at its option may exchange such Series A-1 preferred OP unit at any time on or after December 31, 2013, into 2.439 shares of our common stock (which exchange rate is subject to adjustment upon stock splits, recapitalizations and similar events). The holders of Series A-1 preferred OP units generally receive distributions on the same dates as distributions are paid to holders of common OP units. Each Series A-1 preferred OP unit is entitled to receive distributions in an amount equal to the product of \$100.00 multiplied by an annual rate equal to 5.1% until June 23, 2013, and an annual rate equal to 6.0% thereafter.

Series B-3 preferred OP units are not convertible. The holders of Series B-3 preferred OP units generally receive distributions on the same dates as distributions are paid to holders of common OP units. Each Series B-3 preferred OP unit is entitled to receive distributions in an amount equal to the product of \$100.00 multiplied by an annual rate equal to 8.0%. As of December 31, 2013, there were 36,700 outstanding Series B-3 preferred OP units which were issued on December 1, 2002, 33,450 outstanding Series B-3 preferred OP units which were issued on January 1, 2003, and 42,250 outstanding Series B-3 preferred OP units which were issued on January 5, 2004. Subject to certain limitations, (x) during the 90-day period beginning on each of the tenth through fifteenth anniversaries of the issue date of the applicable Series B-3 preferred OP Units, (y) at any time after the fifteenth anniversary of the issue date of the applicable Series B-3 preferred OP Units, or (z) after our receipt of notice of the death of the electing holder of a Series B-3 preferred OP unit, each holder of Series B-3 preferred OP Units may require us to redeem such holder's Series B-3 preferred OP units at the redemption price of \$100.00 per unit. In addition, at any time after the fifteenth anniversary of the issue date of the applicable Series B-3 preferred OP units we may redeem, at our option, all of the Series B-3 preferred OP units of any holder thereof at the redemption price of \$100.00 per unit.

In connection with the issuance of the 7.125% Series A Cumulative Redeemable Preferred Stock ("Series A Preferred Stock"), the Operating Partnership created the 7.125% Series A OP Units as a new class of OP units. All of the outstanding 7.125% Series A OP Units are held by us and they have rights, preferences and other terms substantially similar to the Series A Preferred Stock, including rights to receive distributions at the same time and in the same amounts as distributions paid on Series A Preferred Stock. The Operating Partnership issued the 7.125% Series A OP Units to us in consideration of our contributing to the Operating Partnership the net proceeds of our November 2012 offering of shares of Series A Preferred Stock. The 7.125% Series A OP Units rank senior in all respects to the Aspen preferred OP units, the Series A-1 preferred OP units, the Series A-3 preferred OP units, the Series B-3 preferred OP units and the common OP units. So long as any Aspen preferred OP units remain issued and outstanding, the Operating Partnership may not issue any OP units that are not junior to the Aspen preferred OP units without the

written consent of holders of a majority of the Aspen preferred OP units. Holders of a majority of the Aspen preferred OP units have consented to the issuance of up to \$150.0 million in OP units senior to the Aspen preferred OP units, including the 7.125% Series A OP Units issued to us. Holders of a majority of the Aspen preferred OP units have previously consented to the issuance of up to approximately an additional \$54.5 million of OP Units that are pari passu with the Aspen preferred OP units.

Subject to certain limitations, including certain contractual restrictions contained in the related acquisition agreements, the holder of each Series A-3 preferred OP unit at its option may exchange such Series A-3 preferred OP unit at any time into 1.8605 shares of our common stock (which exchange rate is subject to adjustment upon stock splits, recapitalizations and similar events). The holders of Series A-3 preferred OP units generally receive distributions on the same dates as distributions are paid to holders of common OP Units. Each Series A-3 preferred OP unit is entitled to receive distributions in an amount equal to the product of \$100.00 multiplied by an annual rate equal to 4.5%.



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REAL PROPERTY OPERATIONS

Properties are designed and improved for several home options of various sizes and designs and consist of MH communities and RV communities.

An MH 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 multi-family housing developments.

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, and laundry facilities.

An RV community is a resort or park designed and improved with sites for the placement of RVs for varied lengths of time. Properties may also provide vacation rental homes. RV communities, such as the Properties, include a number of amenities, such as restaurants, golf courses, swimming pools, tennis courts, fitness centers, planned activities and spacious social facilities.

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 of a home 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 resident concerns, the performance of competitive properties and local market conditions. As of December 31, 2013, we employed 1,236 full and part time employees, of which 765 were located on site as property managers, support staff, or maintenance personnel.

Our community managers are overseen by John B. McLaren, our President and Chief Operating Officer, who has been in the manufactured housing industry since 1995, three Senior Vice Presidents of Operations and Sales, two Division Vice Presidents and 18 Regional Vice Presidents. The Regional Vice Presidents are responsible for semi-annual market surveys of competitive communities, interaction with local manufactured home dealers, regular property inspections and oversight of property operations and sales functions for eight to twelve properties.

Each district or community manager performs regular inspections in order to continually monitor the Property's physical condition and to effectively address tenant concerns. In addition to a district or community manager, each district or property has on-site maintenance personnel and management support staff. We hold mandatory training sessions for all new property management personnel to ensure that management policies and procedures are executed effectively and professionally. All of our property management personnel participate in on-going training to ensure that changes to management policies and procedures are implemented consistently. We offer approximately 300 courses for our team members through our Sun University, which has led to increased knowledge and accountability

for daily operations and policies and procedures.

#### HOME SALES AND RENTALS

SHS is engaged in the marketing, selling and leasing of new and pre-owned homes to current and future residents in 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. SHS also leases homes to prospective tenants. At December 31, 2013, SHS had 9,726 occupied leased homes in its portfolio. Homes for this rental program (the "Rental Program") are purchased at discounted rates from finance companies that hold repossessed homes within our communities. New homes are also purchased for the Rental Program. Leases associated with the Rental Program generally have a term of one year. The Rental 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. We received approximately 31,000

## SUN COMMUNITIES, INC.

applications during 2013 to live in our Properties, providing a significant "resident boarding" system allowing us to market purchasing a home to the best applicants and to rent to the remainder of approved applicants. Through the Rental Program we are able to demonstrate our product and lifestyle to the renters, while monitoring their payment history and converting qualified renters to owners.

## REGULATIONS AND INSURANCE

### General

MH and RV 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 (where appropriate), 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. Claims made to our insurance carriers that are determined to be recoverable are classified in other receivables as incurred.

## SITE LEASES OR USAGE RIGHTS

The typical lease we enter into with a tenant for the rental of a manufactured home site is month to month or year to year, renewable upon the consent of both parties, or, in some instances, as provided by statute. A small number of our leases, mainly Florida properties, are tied to consumer price index or other indices as it relates to rent increase. Generally, market rate adjustments are made on an annual basis. These leases are cancelable for non payment of rent, violation of community rules and regulations or other specified defaults. During the five calendar years ended December 31, 2013, on average 2.5% of the homes in our communities have been removed by their owners and 4.8% of the homes have been sold by their owners to a new owner who then assumes rental obligations as a community resident. The cost to move a home is approximately \$4,000 to \$10,000. The average resident remains in our communities for approximately 20 years, while the average home, which gives rise to the rental stream, remains in our communities for approximately 40 years.

At Properties zoned for RV use, our customers have short-term ("transient") usage rights or long-term ("annual") usage rights. The transient RV customers typically prepay for their stay or leave deposits for the following season, whereas the annual RV customers prepay for their stay or leave a deposit to reserve a site. Many of these RV customers do not live full time on the Property.

Please see the risk factors at Item 1A, and financial statements and related notes beginning on page F-1 of this Form 10-K for more detailed information.

## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains various "forward-looking statements" within the meaning of the United States Securities Act of 1933, as amended (the "Securities Act"), and the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and we intend 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 expectations, beliefs, projections, future plans and strategies, trends or prospective events or developments and similar expressions

concerning matters that are not historical facts are deemed to be forward-looking statements. Words such as “forecasts,” “intends,” “intend,” “intended,” “goal,” “estimate,” “estimates,” “expects,” “expect,” “expected,” “project,” “projected,” “project,” “predicts,” “potential,” “seeks,” “anticipates,” “anticipated,” “should,” “could,” “may,” “will,” “designed to,” “foreseeable future,” “believes,” “scheduled” and similar expressions are intended to identify forward-looking statements, although not all forward looking statements contain these words. These forward-looking statements reflect our 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 our actual results to be materially different from any future results expressed or implied by such forward-looking statements. In addition to the risks disclosed under “Risk Factors” contained in this Annual Report on Form 10-K and our other filings with the SEC, such risks and uncertainties include:

- changes in general economic conditions, the real estate industry and the markets in which we operate;

SUN COMMUNITIES, INC.

difficulties in our ability to evaluate, finance, complete and integrate acquisitions, developments and expansions successfully;

our liquidity and refinancing demands;

our ability to obtain or refinance maturing debt;

our ability to maintain compliance with covenants contained in our debt facilities;

availability of capital;

difficulties in completing acquisitions;

our ability to maintain rental rates and occupancy levels;

our failure to maintain effective internal control over financial reporting and disclosure controls and procedures;

increases in interest rates and operating costs, including insurance premiums and real property taxes;

risks related to natural disasters;

general volatility of the capital markets and the market price of shares of our capital stock;

our failure to maintain our status as a REIT;

changes in real estate and zoning laws and regulations;

legislative or regulatory changes, including changes to laws governing the taxation of REITs;

litigation, judgments or settlements;

competitive market forces; and

the ability of manufactured home buyers to obtain financing and the level of repossessions by manufactured home lenders.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference into this filing, whether as a result of new information, future events, changes in our expectations or otherwise.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. All written and oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by these cautionary statements.

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#### ITEM 1A. 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 our other filings with the SEC.

##### REAL ESTATE RISKS

General economic conditions and the concentration of our properties in Michigan, Florida, Indiana, and Texas 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 derive significant amounts of our rental income from properties located in Michigan, Florida, Indiana, and Texas. As of December 31, 2013, 74 of our 188 Properties, representing approximately 36% of developed sites, are located in Michigan; 27 Properties, representing approximately 19% of developed sites, are located in Florida; 18 Properties, representing approximately 9% of developed sites, are located in Indiana; and 18 Properties, representing approximately 9% of developed sites, are located in Texas. As a result of the geographic concentration of our Properties in Michigan, Florida, Indiana, and Texas, 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.

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 Property (such as real estate taxes and maintenance costs) generally are not reduced when circumstances cause a reduction in income from the Property. 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.

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 MH and RV sites or a reduction in demand for MH and RV 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 our Properties and the neighborhoods where they are located;

zoning or other regulatory restrictions;

competition from other available MH and RV communities and alternative forms of housing (such as apartment buildings and site built single family homes);

our ability to provide adequate management, maintenance and insurance;

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SUN COMMUNITIES, INC.

REAL ESTATE RISKS, CONTINUED

• increased operating costs, including insurance premiums, real estate taxes, and utilities; and

• the enactment of rent control laws or laws taxing the owners of manufactured homes.

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

All of our Properties are located in developed areas that include other MH and RV community properties. The number of competitive MH and RV 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 MH and RV communities.

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

SHS operates 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;

• 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.

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.

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

We have acquired and intend to continue to acquire MH and RV 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.

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SUN COMMUNITIES, INC.

REAL ESTATE RISKS, CONTINUED

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.

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 expansion and development activities.

From time to time, we engage in the construction and development of new communities or expansion of existing 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 MH and RV 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.

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.

SUN COMMUNITIES, INC.

## REAL ESTATE RISKS, CONTINUED

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. 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 could 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, 2013, we had approximately \$1.5 billion of total debt outstanding, consisting of approximately \$1.2 billion in debt that is collateralized by mortgage liens on 113 of the Properties, \$110.5 million that is secured by collateralized receivables, \$181.4 million that is collateralized by liens on manufactured homes and \$47.0 million that is unsecured debt. If we fail to meet our obligations under our secured debt, the lenders would be entitled to foreclose on all or some of the collateral 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;

SUN COMMUNITIES, INC.

#### FINANCING AND INVESTMENT RISKS, CONTINUED

• we may be placed at a competitive disadvantage compared to our competitors that have less debt; and

• we may not be able to refinance 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 incur substantially more debt, which would increase the risks associated with our substantial leverage.

Despite our current indebtedness levels, we may 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.

The financial condition and solvency of our borrowers may adversely affect our installment notes.

As of December 31, 2013, we had approximately \$135.3 million of installment notes, net of reserves, 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 installment notes receivable may be less than the amounts owed; and

• interest rates payable on the installment notes receivable 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 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 be assured 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 us to continually monitor our tax status.

If we fail to qualify as a REIT in any taxable year, we could 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 be taxed 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

SUN COMMUNITIES, INC.

TAX RISKS, CONTINUED

property rents, dividends and interest. We believe that the Operating Partnership has and will continue to meet this 90% test, but we cannot guarantee that it has or will. If the Operating Partnership were to be taxed as a regular 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 may be 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.

Our taxable REIT subsidiaries, or TRSs, are subject to special rules that may result in increased taxes.

As a REIT, we must pay a 100% penalty tax on certain payments that we receive if the economic arrangements between us and any of our TRSs are not comparable to similar arrangements between unrelated parties. The Internal Revenue Service may successfully assert that the economic arrangements of any of our inter-company transactions are not comparable to similar arrangements between unrelated parties.

Dividends payable by REITs do not qualify for the reduced tax rates applicable to certain dividends.

The maximum federal tax rate for certain qualified dividends payable to domestic stockholders that are individuals, trusts and estates is 20%. Dividends payable by REITs, however, are generally not eligible for this reduced rate. Although this legislation does not adversely affect the taxation of REITs or dividends paid by REITs, the more favorable rates applicable to regular qualified corporate dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less competitive than investments in stock of non-REIT corporations that pay dividends, which could adversely affect the comparative value of the stock of REITs, including our common stock and Series A Preferred Stock.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities.

To remain qualified as a REIT for federal income tax purposes, we must continually satisfy requirements and tests under the tax law concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. In order to meet these tests, we may be required to forego or limit attractive business or investment opportunities and distribute all of our net earnings rather than invest in attractive opportunities or hold larger liquid reserves. Therefore, compliance with the REIT requirements may hinder our ability to operate solely to maximize profits.

Our ability to use net operating loss carryforwards to reduce future tax payments may be limited if we experience a change in ownership, or if taxable income does not reach sufficient levels.

Under Section 382 of the Code, if a corporation undergoes an “ownership change” (generally defined as a greater than 50% change (by value) in its equity ownership over a rolling three-year period), the corporation’s ability to use its pre-ownership-change net operating loss carryforwards to offset its post-ownership-change income may be limited. We may experience ownership changes in the future. If an ownership change were to occur, we would be limited in



the portion of net operating loss carryforwards that we could use in the future to offset taxable income for U.S. federal income tax purposes.

#### 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. We own 5,000,000 shares of Origen Financial, Inc. (“Origen”) common stock and Shiffman Origen LLC (which is owned by the Milton M. Shiffman Spouse’s Marital Trust, Gary A. Shiffman (our Chief Executive Officer), and members

SUN COMMUNITIES, INC.

## BUSINESS RISKS, CONTINUED

of Mr. Shiffman's family) owns 1,025,000 shares of Origen common stock. Gary A. Shiffman is a member of the Board of Directors of Origen, and one of our directors, Arthur A. Weiss, 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 our officer and/or director.

**Lease of Executive Offices.** Gary A. Shiffman, together with certain of his family members, indirectly owns a 21% equity interest in American Center LLC, the entity from which we lease office space for our principal executive offices. Arthur A. Weiss owns a less than one percent indirect interest in American Center LLC. Under this lease agreement, we lease approximately 48,200 rentable square feet. The term of the lease is until October 31, 2016, with an option to renew for an additional five years. The base rent through October 31, 2014 is \$18.12 per square foot (gross). From November 1, 2014 to August 31, 2015, the base rent will be \$18.24 per square foot (gross) and from September 1, 2015 to October 31, 2016, the base rent will be \$17.92 per square foot (gross). As of May 2013, we also have a temporary lease through April 30, 2014 for approximately 10,500 rentable square feet with base rent equal to \$14.33 per square foot (gross). Mr. Shiffman and Mr. Weiss may have a conflict of interest with respect to their obligations as our officer and/or director and their respective ownership interests in American Center LLC.

**Legal Counsel.** During 2013, Jaffe, Raitt, Heuer, & Weiss, Professional Corporation acted as our general counsel and represented us in various matters. Arthur A. Weiss, one of our directors, is the Chairman of the Board of Directors and a shareholder of such firm. We incurred legal fees and expenses owed to Jaffe, Raitt, Heuer, & Weiss of approximately \$3.2 million, \$3.4 million and \$2.5 million in the years ended December 31, 2013, 2012 and 2011, respectively.

**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 on us and our public stockholders upon the sale of any of the Sun Partnerships. Therefore, we and Mr. Shiffman may have different objectives regarding the appropriate pricing and timing of any sale of those properties.

We rely on key management.

We are dependent on the efforts of our executive officers, Gary A. Shiffman, John B. McLaren, Karen J. Dearing and Jonathan M. Colman (together, the "Executive Officers"). 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 Executive 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%, in number of shares or value, of the issued and outstanding shares of our capital 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 Milton M. Shiffman, Gary A. Shiffman, and Robert B. Bayer; trustees, personal representatives and agents to the extent acting for them or their respective estates; or certain of their respective relatives.

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 our outstanding shares or otherwise effect a change of control of the Company.

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. In November 2012, we amended our charter to designate 3,450,000 shares of preferred stock as 7.125% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value per share, and issued 3,400,000 of such shares of stock. 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.

SUN COMMUNITIES, INC.

#### BUSINESS RISKS, CONTINUED

Upon the occurrence of certain change of control events, the result of which is that shares of our common stock and the common securities of the acquiring or surviving entity (or ADRs representing such securities) are not listed on the New York Stock Exchange (“NYSE”), the NYSE MKT or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or NASDAQ, holders of shares of Series A Preferred Stock will have the right, subject to certain limitations, to convert some or all of their shares of Series A Preferred Stock into shares of our common stock (or equivalent value of alternative consideration) and under these circumstances we will also have a special optional redemption right to redeem the shares of Series A Preferred Stock. Upon such a conversion, the holders of shares of Series A Preferred Stock will be limited to a maximum number of shares of our common stock. If our common stock price, as determined in accordance with our charter for these purposes, is less than \$20.97, subject to adjustment, the holders will receive a maximum of 1.1925 shares of our common stock per shares of Series A Preferred Stock, which may result in a holder receiving value that is less than the liquidation preference of the Series A Preferred Stock. These features of the Series A Preferred Stock may have the effect of inhibiting a third party from making an acquisition proposal for Sun or of delaying, deferring or preventing a change of control of Sun under circumstances that otherwise could provide the holders of our common stock and Series A Preferred Stock with the opportunity to realize a premium over the then-current market price or that stockholders may otherwise believe is in their best interests.

**Rights Plan.** We adopted a stockholders' rights plan in 2008 that provides our stockholders (other than a stockholder attempting to acquire a 15% or greater interest in us) with the right to purchase our stock at a discount in the event any person attempts to acquire a 15% or greater interest in us. Because this plan could make it more expensive for a person to acquire a controlling interest in us, it could have the effect of delaying or preventing a change in control even if a change in control were in the stockholders' interest.

Certain provisions of Maryland law could inhibit changes in control, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

Certain provisions of the Maryland General Corporation Law, or MGCL, may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

“business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose fair price and/or supermajority and stockholder voting requirements on these combinations; and

“control share” provisions that provide that “control shares” of our company (defined as shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of issued and outstanding “control shares”) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

The provisions of the MGCL relating to business combinations do not apply, however, to business combinations that are approved or exempted by our board of directors prior to the time that the interested stockholder becomes an interested stockholder. As permitted by the statute, our board of directors has by resolution exempted Milton M.

Shiffman, Robert B. Bayer, and Gary A. Shiffman, their affiliates and all persons acting in concert or as a group with the foregoing, from the business combination provisions of the MGCL and, consequently, the five-year prohibition and the supermajority vote requirements will not apply to business combinations between us and these persons. As a result, these persons may be able to enter into business combinations with us that may not be in the best interests of our stockholders without compliance by our company with the supermajority vote requirements and the other provisions of the statute.

SUN COMMUNITIES, INC.

#### BUSINESS RISKS, CONTINUED

Also, pursuant to a provision in our bylaws, we have exempted any acquisition of our stock from the control share provisions of the MGCL. However, our board of directors may by amendment to our bylaws opt in to the control share provisions of the MGCL at any time in the future.

Additionally, Subtitle 8 of Title 3 of the MGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to elect to be subject to certain provisions relating to corporate governance that may have the effect of delaying, deferring or preventing a transaction or a change of control of our company that might involve a premium to the market price of our common stock or otherwise be in our stockholders' best interests. These provisions include a classified board; two-thirds vote to remove a director; that the number of directors may only be fixed by the board of directors; that vacancies on the board as a result of an increase in the size of the board or due to death, resignation or removal can only be filled by the board, and the director appointed to fill the vacancy serves for the remainder of the full term of the class of director in which the vacancy occurred; and a majority requirement for the calling by stockholders of special meetings. Other than a classified board, the filling of vacancies as a result of the removal of a director and a majority requirement for the calling by stockholders of special meetings, we are already subject to these provisions, either by provisions of our charter and bylaws unrelated to Subtitle 8 or by reason of an election to be subject to certain provisions of Subtitle 8. In the future, our board of directors may elect, without stockholder approval, to make us subject to the provisions of Subtitle 8 to which we are not currently subject.

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.

The sale of substantial amounts of our common stock, whether directly by us or in the secondary market, the perception that such sales could occur or the availability of future issuances of shares of our common stock, OP Units or other securities convertible into or exchangeable or exercisable for our common stock, could materially and adversely affect the market price of our common stock and our ability to raise capital through future offerings of equity or equity-related securities. In addition, we may issue capital stock that is senior to our common stock in the future for a number of reasons, including to finance our operations and business strategy, to adjust our ratio of debt to equity or for other reasons.

Based on the applicable conversion ratios then in effect, as of February 14, 2014, in the future we may issue to the limited partners of the Operating Partnership, up to approximately 2.1 million shares of our common stock in exchange for their common OP Units, up to approximately 0.5 million shares of our common stock in exchange for their Aspen preferred OP Units, up to approximately 0.1 million shares of our common stock in exchange for their Series A-3 preferred OP Units and up to approximately 1.1 million shares of our common stock in exchange for their Series A-1 preferred OP Units. The limited partners may sell such shares pursuant to registration rights or an available exemption from registration. As of February 14, 2014, options to purchase 46,250 shares of our common stock were outstanding under our equity incentive plans. We currently have the authority to issue restricted stock awards or options to purchase up to an additional 362,100 shares of our common stock pursuant to our equity incentive plans. In addition, we entered into an "at-the-market" Sales Agreement in May 2012 to issue and sell shares of common stock. As of February 14, 2014, our board of directors had authorized us to sell approximately an additional \$75.5 million of

common stock under this agreement. No prediction can be made regarding the effect that future sales of shares of our common stock or our other securities 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.

SUN COMMUNITIES, INC.

## BUSINESS RISKS, CONTINUED

The volatility in economic conditions and the financial markets may adversely affect our industry, business and financial performance.

Although demand in the U.S. improved recently, the U.S. macroeconomic environment remains uncertain and was the primary factor in a slowdown starting in 2008. The global economy remains unstable, and we expect the economic environment may continue to be challenging as continued economic uncertainty has generally given the marketplace less confidence. In particular, the financial crisis that affected the banking system and financial markets and the related uncertainty in global economic conditions resulted in a tightening in the credit markets, a low level of liquidity in many financial markets and volatility in credit, equity and fixed income markets. If such conditions are experienced in future periods, our industry, business and results of operations may be severely impacted. The slow recovery and possible impact of automatic sequesters or a failure to raise the “debt ceiling” in the U.S. may adversely impact us. The other risk factors presented in this Form 10-K discuss some of the principal risks inherent in our business, including liquidity risks, operational risks, and credit risks, among others. Turbulence in financial markets accentuates each of these risks and magnifies their potential effect on us. If these economic developments continue to rebound slowly or worsen, there could be an adverse impact on our access to capital, stock price and our operating results.

Our business operations may not generate the cash needed to make distributions on our capital stock or to service our indebtedness, and we may adjust our common stock distribution policy.

Our ability to make distributions on our common stock and Series A Preferred Stock and payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to make distributions on our common stock or Series A Preferred Stock, to pay our indebtedness or to fund our other liquidity needs.

The decision to declare and pay distributions on shares of our common stock in the future, as well as the timing, amount and composition of any such future distributions, will be at the sole discretion of our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors. Any change in our distribution policy could have a material adverse effect on the market price of our common stock.

Our ability to pay distributions is limited by the requirements of Maryland law.

Our ability to pay distributions on our common stock and Series A Preferred Stock is limited by the laws of Maryland. Under Maryland law, a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as they become due in the usual course of business, or the corporation's total assets would be less than the sum of its total liabilities plus, unless the corporation's charter provides otherwise, the amount that would be needed, if the corporation were dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights are superior to those receiving the distribution, provided, however, that a Maryland corporation may make a distribution from: (i) its net earnings for the fiscal year in which the distribution is made; (ii) its net earnings for the preceding fiscal year; or (iii) the sum of its net earnings for its preceding eight fiscal quarters even if, after such distribution, the corporation's total assets would be less than its total liabilities. Accordingly, we generally may not make a distribution on our common stock or Series A Preferred Stock if, after giving effect to the distribution, we would not be able to pay our debts as they become due in the usual course of business or, unless paid from one of the permitted sources of net earnings as described above, our total assets would be less than the sum of our total liabilities plus, unless the terms of such class or series of stock provide otherwise, the amount that would be needed to satisfy the preferential rights upon dissolution of the holders of shares of any class or series of stock then outstanding, if any, with preferential rights



upon dissolution senior to those of our common stock or Series A Preferred Stock.

We may not be able to pay distributions upon events of default under our financing documents.

Some of our financing documents contain restrictions on distributions upon the occurrence of events of default thereunder. If such an event of default occurs, such as our failure to pay principal at maturity or interest when due for a specified period of time, we would be prohibited from making payments on our common stock and Series A Preferred Stock.

SUN COMMUNITIES, INC.

BUSINESS RISKS, CONTINUED

Our share price could be volatile and could decline, resulting in a substantial or complete loss on our stockholders' investment.

The stock markets, including the NYSE on which we list our common stock and Series A Preferred Stock, have experienced significant price and volume fluctuations. As a result, the market price of our common stock and Series A Preferred Stock could be similarly volatile, and investors in our common stock and Series A Preferred Stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. The price of our common stock and Series A Preferred Stock could be subject to wide fluctuations in response to a number of factors, including:

- any increases in prevailing interest rates, which may negatively affect the market for shares of our common stock or Series A Preferred Stock;

- the market for similar securities;

- issuances of other series or classes of preferred stock or other equity securities;

- our operating performance and the performance of other similar companies;

- our ability to maintain compliance with covenants contained in our debt facilities;

- actual or anticipated variations in our operating results, funds from operations, cash flows or liquidity;

- changes in our earnings estimates or those of analysts;

- changes in our distribution policy;

- publication of research reports about us or the real estate industry generally;

- increases in market interest rates that lead purchasers of our common stock to demand a higher dividend yield;

- changes in market valuations of similar companies;

- adverse market reaction to the amount of our debt outstanding at any time, the amount of our debt maturing in the near- and medium-term and our ability to refinance our debt, or our plans to incur additional debt in the future;

- additions or departures of key management personnel;

- speculation in the press or investment community;

- actions by institutional stockholders; and

- general market and economic conditions.

Many of the factors listed above are beyond our control. Those factors may cause the market price of our common stock to decline significantly, regardless of our financial condition, results of operations and prospects. It is impossible to provide any assurance that the market price of our common stock will not fall in the future, and it may be difficult

for holders to resell shares of our common stock at prices they find attractive, or at all. In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources.

Our Series A Preferred Stock has not been rated.

We have not sought to obtain a rating for our Series A Preferred Stock. No assurance can be given, however, that one or more rating agencies might not independently determine to issue such a rating or that such a rating, if issued, would not adversely affect the market price of the Series A Preferred Stock. In addition, we may elect in the future to obtain a rating of the Series A Preferred Stock, which could adversely affect the market price of the Series A Preferred Stock. Ratings only reflect the views of the rating

SUN COMMUNITIES, INC.

**BUSINESS RISKS, CONTINUED**

agency or agencies issuing the ratings and such ratings could be revised downward, placed on a watch list or withdrawn entirely at the discretion of the issuing rating agency if in its judgment circumstances so warrant. Any such downward revision, placing on a watch list or withdrawal of a rating could have an adverse effect on the market price of the Series A Preferred Stock.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

In the ordinary course of our business, we collect and store sensitive data, including our proprietary business information and that of our tenants and clients and personally identifiable information of our employees, in our facility and on our network. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our network and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, disrupt our operations, damage our reputation, and cause a loss of confidence, which could adversely affect our business.

SUN COMMUNITIES, INC.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

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## SUN COMMUNITIES, INC.

## ITEM 2. PROPERTIES

As of December 31, 2013, the Properties consisted of 150 MH communities, 27 RV communities, and 11 properties containing both MH and RV sites located in 26 states. As of December 31, 2013, the Properties contained an aggregate of 69,789 developed sites comprised of 54,168 developed manufactured home sites, 7,633 annual RV sites (inclusive of both annual and seasonal usage rights), 7,988 transient RV sites, and approximately 6,300 additional manufactured home sites suitable for development. Most of the Properties include amenities oriented toward family and retirement living. Of the 188 Properties, 83 have more than 300 developed manufactured home sites; with the largest having 1,064 developed manufactured home sites. See "Real Estate and Accumulated Depreciation, Schedule III" for detail on Properties that are encumbered.

As of December 31, 2013, the Properties had an occupancy rate of 89.7% excluding transient RV sites. Since January 1, 2013, the Properties have averaged an aggregate annual turnover of homes (where the home is moved out of the community) of approximately 2.6% 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 4.6%. The average renewal rate for residents in our Rental Program was 59.5% for the year ended December 31, 2013.

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, and laundry facilities. Many of the 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, southern, and southeastern United States. We believe that geographic diversification helps to insulate the portfolio from regional economic influences.

The following tables set forth certain information relating to the properties owned as of December 31, 2013. The occupancy percentage includes MH sites and annual RV sites, and excludes transient RV sites.

| Property                           | MH/RV | City         | State | MH and Annual RV Sites as of 12/31/13 | Transient RV Sites as of 12/31/13 | Occupancy as of 12/31/13 | Occupancy as of 12/31/12 | Occupancy as of 12/31/11 |
|------------------------------------|-------|--------------|-------|---------------------------------------|-----------------------------------|--------------------------|--------------------------|--------------------------|
| <b>MIDWEST</b>                     |       |              |       |                                       |                                   |                          |                          |                          |
| <b>Michigan</b>                    |       |              |       |                                       |                                   |                          |                          |                          |
| Academy/West Pointe <sup>(1)</sup> | MH    | Canton       | MI    | 441                                   | —                                 | 92 %                     | 93 %                     | 88 %                     |
| Allendale Meadows Mobile Village   | MH    | Allendale    | MI    | 352                                   | —                                 | 89 %                     | 80 %                     | 78 %                     |
| Alpine Meadows Mobile Village      | MH    | Grand Rapids | MI    | 403                                   | —                                 | 98 %                     | 91 %                     | 87 %                     |
| Apple Carr Village                 | MH    | Muskegon     | MI    | 529                                   | —                                 | 83 %                     | 76 %                     | 72 %                     |
| Bedford Hills Mobile Village       | MH    | Battle Creek | MI    | 339                                   | —                                 | 73 %                     | 72 %                     | 71 %                     |
| Brentwood Mobile Village           | MH    | Kentwood     | MI    | 195                                   | —                                 | 97 %                     | 97 %                     | 99 %                     |
| Brookside Village                  | MH    | Kentwood     | MI    | 196                                   | —                                 | 100 %                    | 97 %                     | 95 %                     |
| Byron Center Mobile Village        | MH    | Byron Center | MI    | 143                                   | —                                 | 94 %                     | 89 %                     | 93 %                     |
| Camelot Villa                      | MH    | Macomb       | MI    | 712                                   | —                                 | 79 %                     | N/A                      | N/A                      |
| Candlewick Court                   | MH    | Owosso       | MI    | 211                                   | —                                 | 66 %                     | 70 %                     | 73 %                     |

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|                                |    |             |    |     |   |    |   |    |   |    |   |
|--------------------------------|----|-------------|----|-----|---|----|---|----|---|----|---|
| Cider Mill Crossings           | MH | Fenton      | MI | 262 | — | 72 | % | 51 | % | 19 | % |
| Cider Mill Village             | MH | Middleville | MI | 258 | — | 83 | % | 77 | % | 67 | % |
| College Park Estates           | MH | Canton      | MI | 230 | — | 84 | % | 77 | % | 73 | % |
| Continental Estates            | MH | Davison     | MI | 385 | — | 40 | % | 39 | % | 40 | % |
| Continental North              | MH | Davison     | MI | 474 | — | 54 | % | 51 | % | 53 | % |
| Country Acres Mobile Village   | MH | Cadillac    | MI | 182 | — | 95 | % | 90 | % | 86 | % |
| Country Hills Village          | MH | Hudsonville | MI | 239 | — | 98 | % | 93 | % | 74 | % |
| Country Meadows Mobile Village | MH | Flat Rock   | MI | 577 | — | 97 | % | 95 | % | 94 | % |

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## SUN COMMUNITIES, INC.

| Property                                      | MH/RV | City             | State | MH and Annual RV Sites as of 12/31/13 | Transient RV Sites as of 12/31/13 | Occupancy as of 12/31/13 | Occupancy as of 12/31/12 | Occupancy as of 12/31/11 |  |  |
|---|-------|------------------|-------|---------------------------------------|-----------------------------------|--------------------------|--------------------------|--------------------------|--|--|
| Country Meadows Village                       | MH    | Caledonia        | MI    | 307                                   | —                                 | 95 %                     | 88 %                     | 77 %                     |  |  |
| Countryside Village                           | MH    | Perry            | MI    | 359                                   | —                                 | 60 %                     | 61 %                     | 58 %                     |  |  |
| Creekwood Meadows                             | MH    | Burton           | MI    | 336                                   | —                                 | 76 %                     | 73 %                     | 65 %                     |  |  |
| Cutler Estates Mobile Village                 | MH    | Grand Rapids     | MI    | 259                                   | —                                 | 95 %                     | 96 %                     | 98 %                     |  |  |
| Davison East                                  | MH    | Davison          | MI    | 190                                   | —                                 | 40 %                     | 43 %                     | 44 %                     |  |  |
| Dutton Mill Village                           | MH    | Caledonia        | MI    | 307                                   | —                                 | 98 %                     | 98 %                     | 91 %                     |  |  |
| East Village Estates                          | MH    | Washington Twp.  | MI    | 708                                   | —                                 | 99 %                     | 93 %                     | N/A                      |  |  |
| Falcon Pointe                                 | MH    | East Lansing     | MI    | 142                                   | —                                 | 13 % <sup>(2)</sup>      | 13 % <sup>(2)</sup>      | 13 % <sup>(2)</sup>      |  |  |
| Fisherman's Cove                              | MH    | Flint            | MI    | 162                                   | —                                 | 94 %                     | 91 %                     | 87 %                     |  |  |
| Grand Mobile Estates                          | MH    | Grand Rapids     | MI    | 230                                   | —                                 | 76 %                     | 72 %                     | 75 %                     |  |  |
| Hamlin  | MH    | Webberville      | MI    | 209                                   | —                                 | 87 % <sup>(3)</sup>      | 83 % <sup>(3)</sup>      | 75 % <sup>(3)</sup>      |  |  |
| Hickory Hills Village                         | MH    | Battle Creek     | MI    | 283                                   | —                                 | 98 %                     | 94 %                     | 84 %                     |  |  |
| Hidden Ridge RV Resort                        | RV    | Hopkins          | MI    | 106                                   | 170                               | 100 % <sup>(5)</sup>     | N/A                      | N/A                      |  |  |
| Holiday West Village                          | MH    | Holland          | MI    | 341                                   | —                                 | 99 %                     | 99 %                     | 93 %                     |  |  |
| Holly Village/Hawaiian Gardens <sup>(1)</sup> | MH    | Holly            | MI    | 425                                   | —                                 | 96 %                     | 96 %                     | 98 %                     |  |  |
| Hunters Crossing                              | MH    | Capac            | MI    | 114                                   | —                                 | 90 %                     | 89 %                     | N/A                      |  |  |
| Hunters Glen                                  | MH    | Wayland          | MI    | 280                                   | —                                 | 79 % <sup>(2)</sup>      | 69 % <sup>(2)</sup>      | 63 % <sup>(2)</sup>      |  |  |
| Kensington Meadows                            | MH    | Lansing          | MI    | 290                                   | —                                 | 98 %                     | 96 %                     | 90 %                     |  |  |
| Kings Court Mobile Village                    | MH    | Traverse City    | MI    | 639                                   | —                                 | 99 %                     | 100 %                    | 100 %                    |  |  |
| Knollwood Estates                             | MH    | Allendale        | MI    | 161                                   | —                                 | 94 %                     | 89 %                     | 82 %                     |  |  |
| Lafayette Place                               | MH    | Warren           | MI    | 254                                   | —                                 | 71 %                     | 68 %                     | 66 %                     |  |  |
| Lakeview                                      | MH    | Ypsilanti        | MI    | 392                                   | —                                 | 97 %                     | 98 %                     | 97 %                     |  |  |
| Leisure Village                               | MH    | Belmont          | MI    | 238                                   | —                                 | 100 %                    | 100 %                    | 97 %                     |  |  |
| Lincoln Estates                               | MH    | Holland          | MI    | 191                                   | —                                 | 98 %                     | 93 %                     | 92 %                     |  |  |
| Meadow Lake Estates                           | MH    | White Lake       | MI    | 425                                   | —                                 | 95 %                     | 92 %                     | 88 %                     |  |  |
| Meadowbrook Estates                           | MH    | Monroe           | MI    | 453                                   | —                                 | 94 %                     | 92 %                     | 92 %                     |  |  |
| Northville Crossings                          | MH    | Northville       | MI    | 756                                   | —                                 | 91 %                     | 82 %                     | N/A                      |  |  |
| Oak Island Village                            | MH    | East Lansing     | MI    | 250                                   | —                                 | 97 %                     | 95 %                     | 84 %                     |  |  |
| Pinebrook Village                             | MH    | Grand Rapids     | MI    | 185                                   | —                                 | 92 %                     | 93 %                     | 91 %                     |  |  |
| Presidential Estates Mobile Village           | MH    | Hudsonville      | MI    | 364                                   | —                                 | 97 %                     | 95 %                     | 90 %                     |  |  |
| Richmond Place                                | MH    | Richmond         | MI    | 117                                   | —                                 | 86 %                     | 83 %                     | 84 %                     |  |  |
| River Haven Village                           | MH    | Grand Haven      | MI    | 721                                   | —                                 | 64 %                     | 60 %                     | 60 %                     |  |  |
| Rudgate Clinton                               | MH    | Clinton Township | MI    | 667                                   | —                                 | 96 %                     | 90 %                     | N/A                      |  |  |
| Rudgate Manor                                 | MH    | Sterling Heights | MI    | 931                                   | —                                 | 96 %                     | 89 %                     | N/A                      |  |  |
| Scio Farms Estates                            | MH    | Ann Arbor        | MI    | 913                                   | —                                 | 98 %                     | 95 %                     | 94 %                     |  |  |
| Sheffield Estates                             | MH    | Auburn Hills     | MI    | 228                                   | —                                 | 92 %                     | 96 %                     | 98 %                     |  |  |
| Sherman Oaks                                  | MH    | Jackson          | MI    | 366                                   | —                                 | 73 %                     | 72 %                     | 74 %                     |  |  |
| Silver Springs                                | MH    | Clinton Township | MI    | 546                                   | —                                 | 96 %                     | 89 %                     | N/A                      |  |  |
| Southwood Village                             | MH    | Grand Rapids     | MI    | 394                                   | —                                 | 99 %                     | 97 %                     | 94 %                     |  |  |



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|                  |    |                      |    |     |   |    |   |    |   |    |   |
|------------------|----|----------------------|----|-----|---|----|---|----|---|----|---|
| St. Clair Place  | MH | St. Clair            | MI | 100 | — | 74 | % | 75 | % | 75 | % |
| Sunset Ridge     | MH | Portland<br>Township | MI | 190 | — | 95 | % | 95 | % | 96 | % |
| Sycamore Village | MH | Mason                | MI | 396 | — | 99 | % | 91 | % | 85 | % |

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SUN COMMUNITIES, INC.

| Property   | MH/RV | City           | State | MH and Annual RV Sites as of 12/31/13 | Transient RV Sites as of 12/31/13 | Occupancy as of 12/31/13 |                  | Occupancy as of 12/31/12 |                  | Occupancy as of 12/31/11 |                  |
|--|-------|----------------|-------|---------------------------------------|-----------------------------------|--------------------------|------------------|--------------------------|------------------|--------------------------|------------------|
| Tamarac Village                                  | MH    | Ludington      | MI    | 293                                   | —                                 | 99                       | %                | 98                       | %                | 95                       | %                |
| Tamarac Village                                  | RV    | Ludington      | MI    | 105                                   | 12                                | 100                      | % <sup>(5)</sup> | 100                      | % <sup>(5)</sup> | 100                      | % <sup>(5)</sup> |
| Timberline Estates                               | MH    | Grand Rapids   | MI    | 296                                   | —                                 | 94                       | %                | 87                       | %                | 83                       | %                |
| Town & Country Mobile Village                    | MH    | Traverse City  | MI    | 192                                   | —                                 | 100                      | %                | 99                       | %                | 98                       | %                |
| Village Trails                                   | MH    | Howard City    | MI    | 100                                   | —                                 | 94                       | %                | 97                       | %                | 97                       | %                |
| Warren Dunes Village                             | MH    | Bridgman       | MI    | 188                                   | —                                 | 95                       | %                | 91                       | %                | 77                       | %                |
| Waverly Shores Village                           | MH    | Holland        | MI    | 326                                   | —                                 | 100                      | %                | 100                      | %                | 97                       | %                |
| West Village Estates                             | MH    | Romulus        | MI    | 628                                   | —                                 | 100                      | %                | 93                       | %                | N/A                      |                  |
| White Lake Mobile Home Village                   | MH    | White Lake     | MI    | 315                                   | —                                 | 96                       | %                | 98                       | %                | 96                       | %                |
| White Oak Estates                                | MH    | Mt. Morris     | MI    | 480                                   | —                                 | 68                       | %                | 65                       | %                | 66                       | %                |
| Windham Hills Estates                            | MH    | Jackson        | MI    | 402                                   | —                                 | 85                       | % <sup>(3)</sup> | 78                       | % <sup>(3)</sup> | 77                       | % <sup>(3)</sup> |
| Windsor Woods Village                            | MH    | Wayland        | MI    | 314                                   | —                                 | 90                       | %                | 83                       | %                | 78                       | %                |
| Woodhaven Place                                  | MH    | Woodhaven      | MI    | 220                                   | —                                 | 96                       | %                | 97                       | %                | 98                       | %                |
| Michigan Total                                   |       |                |       | 24,912                                | 182                               | 88                       | %                | 85                       | %                | 81                       | %                |
| Indiana  |       |                |       |                                       |                                   |                          |                  |                          |                  |                          |                  |
| Brookside Mobile Home Village                    | MH    | Goshen         | IN    | 570                                   | —                                 | 71                       | %                | 65                       | %                | 66                       | %                |
| Carrington Pointe                                | MH    | Ft. Wayne      | IN    | 320                                   | —                                 | 82                       | % <sup>(3)</sup> | 80                       | % <sup>(3)</sup> | 80                       | % <sup>(3)</sup> |
| Clear Water Mobile Village                       | MH    | South Bend     | IN    | 227                                   | —                                 | 92                       | %                | 82                       | %                | 77                       | %                |
| Cobus Green Mobile Home Park                     | MH    | Elkhart        | IN    | 386                                   | —                                 | 78                       | %                | 66                       | %                | 66                       | %                |
| Deerfield Run                                    | MH    | Anderson       | IN    | 175                                   | —                                 | 73                       | % <sup>(3)</sup> | 62                       | % <sup>(3)</sup> | 61                       | % <sup>(3)</sup> |
| Four Seasons                                     | MH    | Elkhart        | IN    | 218                                   | —                                 | 92                       | %                | 86                       | %                | 82                       | %                |
| Holiday Mobile Home Village                      | MH    | Elkhart        | IN    | 326                                   | —                                 | 74                       | %                | 71                       | %                | 75                       | %                |
| Liberty Farms                                    | MH    | Valparaiso     | IN    | 220                                   | —                                 | 98                       | %                | 99                       | %                | 98                       | %                |
| Maplewood  | MH    | Lawrence       | IN    | 207                                   | —                                 | 66                       | %                | 67                       | %                | 69                       | %                |
| Meadows  | MH    | Nappanee       | IN    | 330                                   | —                                 | 47                       | %                | 51                       | %                | 50                       | %                |
| Pebble Creek <sup>(4)</sup>                      | MH    | Greenwood      | IN    | 257                                   | —                                 | 93                       | %                | 98                       | %                | 93                       | %                |
| Pine Hills                                       | MH    | Middlebury     | IN    | 129                                   | —                                 | 90                       | %                | 87                       | %                | 91                       | %                |
| Roxbury Park                                     | MH    | Goshen         | IN    | 398                                   | —                                 | 99                       | %                | 88                       | %                | 84                       | %                |
| Timberbrook                                      | MH    | Bristol        | IN    | 567                                   | —                                 | 52                       | %                | 52                       | %                | 55                       | %                |
| Valley Brook                                     | MH    | Indianapolis   | IN    | 798                                   | —                                 | 52                       | %                | 53                       | %                | 54                       | %                |
| West Glen Village                                | MH    | Indianapolis   | IN    | 552                                   | —                                 | 80                       | %                | 76                       | %                | 72                       | %                |
| Woodlake Estates                                 | MH    | Ft. Wayne      | IN    | 338                                   | —                                 | 59                       | %                | 57                       | %                | 53                       | %                |
| Woods Edge Mobile Village                        | MH    | West Lafayette | IN    | 598                                   | —                                 | 53                       | % <sup>(3)</sup> | 52                       | % <sup>(3)</sup> | 52                       | % <sup>(3)</sup> |
| Indiana Total                                    |       |                |       | 6,616                                 | —                                 | 71                       | %                | 68                       | %                | 67                       | %                |
| Ohio   |       |                |       |                                       |                                   |                          |                  |                          |                  |                          |                  |
| Apple Creek Manufactured Home Community and Self | MH    | Amelia         | OH    | 176                                   | —                                 | 93                       | %                | 95                       | %                | 95                       | %                |

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Storage

|                                  |    |                    |    |     |     |     |                  |     |   |     |   |
|----------------------------------|----|--------------------|----|-----|-----|-----|------------------|-----|---|-----|---|
| Byrne Hill Village               | MH | Toledo             | OH | 236 | —   | 92  | %                | 88  | % | 91  | % |
| Catalina                         | MH | Middletown         | OH | 462 | —   | 59  | %                | 59  | % | 59  | % |
| East Fork <sup>(4)</sup>         | MH | Batavia            | OH | 240 | —   | 90  | %                | 99  | % | 97  | % |
| Indian Creek RV & Camping Resort | RV | Geneva on the Lake | OH | 319 | 313 | 100 | % <sup>(5)</sup> | N/A |   | N/A |   |

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SUN COMMUNITIES, INC.

| Property                 | MH/RV | City         | State | MH and Annual RV Sites as of 12/31/13 | Transient RV Sites as of 12/31/13 | Occupancy as of 12/31/13 |   | Occupancy as of 12/31/12 |   | Occupancy as of 12/31/11 |   |
|--------------------------|-------|--------------|-------|---------------------------------------|-----------------------------------|--------------------------|---|--------------------------|---|--------------------------|---|
| Oakwood Village          | MH    | Miamisburg   | OH    | 511                                   | —                                 | 98                       | % | 96                       | % | 92                       | % |
| Orchard Lake             | MH    | Milford      | OH    | 147                                   | —                                 | 99                       | % | 98                       | % | 97                       | % |
| Westbrook Senior Village | MH    | Toledo       | OH    | 112                                   | —                                 | 96                       | % | 99                       | % | 96                       | % |
| Westbrook Village        | MH    | Toledo       | OH    | 344                                   | —                                 | 94                       | % | 96                       | % | 96                       | % |
| Willowbrook Place        | MH    | Toledo       | OH    | 266                                   | —                                 | 94                       | % | 87                       | % | 91                       | % |
| Woodside Terrace         | MH    | Holland      | OH    | 439                                   | —                                 | 87                       | % | 83                       | % | 79                       | % |
| Worthington Arms         | MH    | Lewis Center | OH    | 224                                   | —                                 | 95                       | % | 96                       | % | 98                       | % |
| Ohio Total               |       |              |       | 3,476                                 | 313                               | 89                       | % | 88                       | % | 87                       | % |

SOUTH

Texas

|                                  |    |               |    |       |     |     |                  |     |                  |     |                  |
|----------------------------------|----|---------------|----|-------|-----|-----|------------------|-----|------------------|-----|------------------|
| Blazing Star                     | RV | San Antonio   | TX | 66    | 196 | 100 | % <sup>(5)</sup> | N/A |                  | N/A |                  |
| Boulder Ridge                    | MH | Pflugerville  | TX | 526   | —   | 99  | %                | 98  | %                | 95  | %                |
| Branch Creek Estates             | MH | Austin        | TX | 392   | —   | 100 | %                | 100 | %                | 99  | %                |
| Casa del Valle                   | MH | Alamo         | TX | 126   | —   | 98  | %                | 100 | %                | 100 | %                |
| Casa del Valle                   | RV | Alamo         | TX | 124   | 137 | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> |
| Chisholm Point Estates           | MH | Pflugerville  | TX | 417   | —   | 99  | %                | 99  | %                | 99  | %                |
| Comal Farms <sup>(4)</sup>       | MH | New Braunfels | TX | 350   | —   | 99  | %                | 97  | %                | 99  | %                |
| Kenwood RV and Mobile Home Plaza | MH | LaFeria       | TX | 41    | —   | 95  | %                | 100 | %                | 100 | %                |
| Kenwood RV and Mobile Home Plaza | RV | LaFeria       | TX | 44    | 195 | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> |
| Oak Crest                        | MH | Austin        | TX | 335   | —   | 100 | %                | 99  | %                | 98  | %                |
| Pecan Branch                     | MH | Georgetown    | TX | 69    | —   | 94  | %                | 93  | %                | 91  | %                |
| Pine Trace                       | MH | Houston       | TX | 501   | —   | 99  | %                | 99  | %                | 98  | %                |
| River Ranch <sup>(4)</sup>       | MH | Austin        | TX | 540   | —   | 73  | % <sup>(2)</sup> | 79  | % <sup>(2)</sup> | 98  | %                |
| River Ridge                      | MH | Austin        | TX | 515   | —   | 100 | %                | 97  | %                | 74  | % <sup>(3)</sup> |
| Saddlebrook                      | MH | Austin        | TX | 260   | —   | 99  | %                | 97  | %                | 98  | %                |
| Snow to Sun                      | MH | Weslaco       | TX | 184   | —   | 98  | %                | 99  | %                | 100 | %                |
| Snow to Sun                      | RV | Weslaco       | TX | 138   | 153 | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> |
| Stonebridge <sup>(4)</sup>       | MH | San Antonio   | TX | 335   | —   | 98  | %                | 99  | %                | 99  | %                |
| Summit Ridge <sup>(4)</sup>      | MH | Converse      | TX | 370   | —   | 91  | %                | 67  | %                | 98  | %                |
| Sunset Ridge <sup>(4)</sup>      | MH | Kyle          | TX | 170   | —   | 100 | %                | 99  | %                | 98  | %                |
| Woodlake Trails <sup>(4)</sup>   | MH | San Antonio   | TX | 227   | —   | 98  | %                | 70  | % <sup>(3)</sup> | 98  | %                |
| Texas Total                      |    |               |    | 5,730 | 681 | 96  | %                | 94  | %                | 96  | %                |

SOUTHEAST

Florida

|                                 |    |           |    |     |     |     |                  |     |                  |     |                  |
|---------------------------------|----|-----------|----|-----|-----|-----|------------------|-----|------------------|-----|------------------|
| Arbor Terrace RV Park           | RV | Bradenton | FL | 140 | 226 | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> | 98  | % <sup>(5)</sup> |
| Ariana Village Mobile Home Park | MH | Lakeland  | FL | 208 | —   | 94  | %                | 92  | %                | 92  | %                |
| Blueberry Hill                  | RV | Bushnell  | FL | 80  | 325 | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> | N/A |                  |
| Buttonwood Bay                  | MH | Sebring   | FL | 407 | —   | 100 | %                | 100 | %                | 100 | %                |
| Buttonwood Bay                  | RV | Sebring   | FL | 368 | 165 | 100 | % <sup>(5)</sup> | 100 | % <sup>(5)</sup> | 98  | % <sup>(5)</sup> |



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SUN COMMUNITIES, INC.

| Property                       | MH/RV | City            | State | MH and Annual RV Sites as of 12/31/13 | Transient RV Sites as of 12/31/13 | Occupancy as of 12/31/13 | Occupancy as of 12/31/12 | Occupancy as of 12/31/11 |  |                      |
|--------------------------------|-------|-----------------|-------|---------------------------------------|-----------------------------------|--------------------------|--------------------------|--------------------------|--|----------------------|
| Club Naples                    | RV    | Naples          | FL    | 133                                   | 172                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 99 % <sup>(5)</sup>      |  | 99 % <sup>(5)</sup>  |
| Gold Coaster                   | MH    | Homestead       | FL    | 470                                   | —                                 | 98 % <sup>(5)</sup>      | 99 % <sup>(5)</sup>      | 100 % <sup>(5)</sup>     |  | 100 % <sup>(5)</sup> |
| Gold Coaster                   | RV    | Homestead       | FL    | —                                     | 75                                | N/A                      | N/A                      | N/A                      |  |                      |
| Grand Lakes                    | RV    | Citra           | FL    | 122                                   | 280                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | N/A                      |  | N/A                  |
| Groves RV Resort               | RV    | Ft. Myers       | FL    | 157                                   | 118                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 99 % <sup>(5)</sup>      |  | 99 % <sup>(5)</sup>  |
| Holly Forest Estates           | MH    | Holly Hill      | FL    | 402                                   | —                                 | 99 %                     | 99 %                     | 99 %                     |  | 99 %                 |
| Indian Creek Park              | MH    | Ft. Myers Beach | FL    | 353                                   | —                                 | 100 %                    | 100 %                    | 99 %                     |  | 99 %                 |
| Indian Creek Park              | RV    | Ft. Myers Beach | FL    | 951                                   | 133                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 99 % <sup>(5)</sup>      |  | 99 % <sup>(5)</sup>  |
| Island Lakes                   | MH    | Merritt Island  | FL    | 301                                   | —                                 | 100 %                    | 100 %                    | 99 %                     |  | 99 %                 |
| Kings Lake                     | MH    | Debary          | FL    | 245                                   | —                                 | 100 %                    | 99 %                     | 96 %                     |  | 96 %                 |
| Lake Juliana Landings          | MH    | Auburndale      | FL    | 274                                   | —                                 | 97 %                     | 98 %                     | 97 %                     |  | 97 %                 |
| Lake San Marino RV Park        | RV    | Naples          | FL    | 187                                   | 220                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 96 % <sup>(5)</sup>      |  | 96 % <sup>(5)</sup>  |
| Meadowbrook Village            | MH    | Tampa           | FL    | 257                                   | —                                 | 100 %                    | 100 %                    | 100 %                    |  | 100 %                |
| Naples RV Resort               | RV    | Naples          | FL    | 63                                    | 101                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 94 % <sup>(5)</sup>      |  | 94 % <sup>(5)</sup>  |
| North Lake                     | RV    | Moore Haven     | FL    | 190                                   | 82                                | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     |  | 100 % <sup>(5)</sup> |
| Orange City RV Resort          | MH    | Orange City     | FL    | 4                                     | —                                 | 100 %                    | 100 %                    | 100 %                    |  | 100 %                |
| Orange City RV Resort          | RV    | Orange City     | FL    | 230                                   | 291                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     |  | 100 % <sup>(5)</sup> |
| Orange Tree Village            | MH    | Orange City     | FL    | 246                                   | —                                 | 100 %                    | 99 %                     | 100 %                    |  | 100 %                |
| Rainbow RV Resort              | MH    | Frostproof      | FL    | 37                                    | —                                 | 100 %                    | 100 %                    | N/A                      |  | N/A                  |
| Rainbow RV Resort              | RV    | Frostproof      | FL    | 213                                   | 249                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | N/A                      |  | N/A                  |
| Royal Country                  | MH    | Miami           | FL    | 864                                   | —                                 | 100 %                    | 100 %                    | 100 %                    |  | 100 %                |
| Saddle Oak Club                | MH    | Ocala           | FL    | 376                                   | —                                 | 99 %                     | 99 %                     | 99 %                     |  | 99 %                 |
| Siesta Bay RV Park             | RV    | Ft. Myers Beach | FL    | 713                                   | 84                                | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 98 % <sup>(5)</sup>      |  | 98 % <sup>(5)</sup>  |
| Silver Star Mobile Village     | MH    | Orlando         | FL    | 406                                   | —                                 | 99 %                     | 98 %                     | 98 %                     |  | 98 %                 |
| Tampa East                     | MH    | Dover           | FL    | 31                                    | —                                 | 100 %                    | 100 %                    | 100 %                    |  | 100 %                |
| Tampa East                     | RV    | Dover           | FL    | 216                                   | 453                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | 96 % <sup>(5)</sup>      |  | 96 % <sup>(5)</sup>  |
| Three Lakes                    | RV    | Hudson          | FL    | 175                                   | 133                               | 100 % <sup>(5)</sup>     | 100 % <sup>(5)</sup>     | N/A                      |  | N/A                  |
| Water Oak Country Club Estates | MH    | Lady Lake       | FL    | 1,064                                 | —                                 | 99 %                     | 99 %                     | 100 %                    |  | 100 %                |
| Florida Total                  |       |                 |       | 9,883                                 | 3,107                             | 99 %                     | 99 %                     | 99 %                     |  | 99 %                 |
| <b>OTHER</b>                   |       |                 |       |                                       |                                   |                          |                          |                          |  |                      |
| Autumn Ridge                   | MH    | Ankeny          | IA    | 413                                   | —                                 | 99 %                     | 99 %                     | 100 %                    |  | 100 %                |
| Bell Crossing                  | MH    | Clarksville     | TN    | 239                                   | —                                 | 90 % <sup>(3)</sup>      | 79 % <sup>(3)</sup>      | 72 % <sup>(3)</sup>      |  | 72 % <sup>(3)</sup>  |
| Big Timber Lake RV Resort      | RV    | Cape May        | NJ    | 256                                   | 272                               | 100 % <sup>(5)</sup>     | N/A                      | N/A                      |  | N/A                  |
| Candlelight Village            | MH    | Chicago Heights | IL    | 309                                   | —                                 | 97 %                     | 97 %                     | 99 %                     |  | 99 %                 |
| Cave Creek                     | MH    | Evans           | CO    | 289                                   | —                                 | 98 %                     | 99 %                     | 91 %                     |  | 91 %                 |
| Countryside Atlanta            | MH    | Lawrenceville   | GA    | 271                                   | —                                 | 100 % <sup>(6)</sup>     | 100 % <sup>(6)</sup>     | 100 % <sup>(6)</sup>     |  | 100 % <sup>(6)</sup> |
| Countryside Gwinnett           | MH    | Buford          | GA    | 331                                   | —                                 | 99 %                     | 98 %                     | 96 %                     |  | 96 %                 |
| Countryside Lake Lanier        | MH    | Buford          | GA    | 548                                   | —                                 | 92 %                     | 86 %                     | 84 %                     |  | 84 %                 |
| Creekside <sup>(4)</sup>       | MH    | Reidsville      | NC    | 45                                    | —                                 | 64 % <sup>(2)</sup>      | 62 % <sup>(2)</sup>      | 64 % <sup>(2)</sup>      |  | 64 % <sup>(2)</sup>  |
| Desert View Village            | MH    | West Wendover   | NV    | 93                                    | —                                 | 43 % <sup>(2)</sup>      | 44 % <sup>(2)</sup>      | 47 % <sup>(2)</sup>      |  | 47 % <sup>(2)</sup>  |
| Eagle Crest                    | MH    | Firestone       | CO    | 441                                   | —                                 | 99 %                     | 99 %                     | 94 %                     |  | 94 %                 |
| Edwardsville                   | MH    | Edwardsville    | KS    | 634                                   | —                                 | 74 %                     | 70 %                     | 69 %                     |  | 69 %                 |



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| Property  | MH/RV | City              | State | MH and Annual RV Sites as of 12/31/13 | Transient RV Sites as of 12/31/13 | Occupancy as of 12/31/13 |                  | Occupancy as of 12/31/12 |                  | Occupancy as of 12/31/11 |                  |
|---|-------|-------------------|-------|---------------------------------------|-----------------------------------|--------------------------|------------------|--------------------------|------------------|--------------------------|------------------|
| Forest Meadows                                      | MH    | Philomath         | OR    | 75                                    | —                                 | 100                      | %                | 100                      | %                | 99                       | %                |
| Glen Laurel <sup>(4)</sup>                          | MH    | Concord           | NC    | 260                                   | —                                 | 88                       | % <sup>(2)</sup> | 77                       | % <sup>(2)</sup> | 67                       | % <sup>(2)</sup> |
| Gwynn's Island RV Resort & Campground               | RV    | Gwynn             | VA    | 88                                    | 29                                | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| High Pointe   | MH    | Frederica         | DE    | 411                                   | —                                 | 96                       | %                | 96                       | %                | 93                       | %                |
| Jellystone Park <sup>(TM)</sup> of Western New York | RV    | North Java        | NY    | —                                     | 299                               | N/A                      |                  | N/A                      |                  | N/A                      |                  |
| Jellystone Park <sup>(TM)</sup> at Birchwood Acres  | RV    | Woodridge         | NY    | 44                                    | 225                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Lake In Wood  | RV    | Narvon            | PA    | 277                                   | 144                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Lake Laurie RV & Camping Resort                     | RV    | Cape May          | NJ    | 292                                   | 427                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Meadowbrook <sup>(4)</sup>                          | MH    | Charlotte         | NC    | 321                                   | —                                 | 59                       | % <sup>(3)</sup> | 99                       | %                | 99                       | %                |
| New Point RV Resort                                 | RV    | New Point         | VA    | 161                                   | 162                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| North Point Estates                                 | MH    | Pueblo            | CO    | 108                                   | —                                 | 95                       | %                | 84                       | % <sup>(2)</sup> | 76                       | % <sup>(2)</sup> |
| Palm Creek Golf & RV Resort                         | MH    | Casa Grande       | AZ    | 150                                   | —                                 | 94                       | %                | 97                       | %                | N/A                      |                  |
| Palm Creek Golf & RV Resort                         | RV    | Casa Grande       | AZ    | 716                                   | 1,047                             | 100                      | % <sup>(5)</sup> | 100                      | % <sup>(5)</sup> | N/A                      |                  |
| Peter's Pond RV Resort                              | RV    | Sandwich          | MA    | 231                                   | 177                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Pheasant Ridge                                      | MH    | Lancaster         | PA    | 553                                   | —                                 | 100                      | %                | 100                      | %                | 100                      | %                |
| Pin Oak Parc  | MH    | O'Fallon          | MO    | 502                                   | —                                 | 86                       | %                | 83                       | %                | 82                       | %                |
| Pine Ridge  | MH    | Petersburg        | VA    | 245                                   | —                                 | 98                       | %                | 97                       | %                | 98                       | %                |
| Sea Air Village                                     | MH    | Rehoboth Beach    | DE    | 372                                   | —                                 | 99                       | %                | 100                      | %                | 100                      | %                |
| Sea Air Village                                     | RV    | Rehoboth Beach    | DE    | 130                                   | 9                                 | 100                      | % <sup>(5)</sup> | 100                      | % <sup>(5)</sup> | 100                      | % <sup>(5)</sup> |
| Seaport RV Resort                                   | RV    | Mystic            | CT    | 25                                    | 116                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Southfork   | MH    | Belton            | MO    | 474                                   | —                                 | 62                       | %                | 61                       | %                | 62                       | %                |
| Sun Villa Estates                                   | MH    | Reno              | NV    | 324                                   | —                                 | 97                       | %                | 98                       | %                | 100                      | %                |
| Timber Ridge  | MH    | Ft. Collins       | CO    | 585                                   | —                                 | 100                      | %                | 100                      | %                | 98                       | %                |
| Vines RV Resort                                     | RV    | Paso Robles       | CA    | —                                     | 130                               | N/A                      |                  | N/A                      |                  | N/A                      |                  |
| Wagon Wheel RV Resort & Campground                  | RV    | Old Orchard Beach | ME    | 167                                   | 116                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Westward Ho RV Resort & Campground                  | RV    | Glenbeulah        | WI    | 195                                   | 133                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Wild Acres RV Resort & Campground                   | RV    | Orchard Beach     | ME    | 211                                   | 419                               | 100                      | % <sup>(5)</sup> | N/A                      |                  | N/A                      |                  |
| Woodland Park Estates                               | MH    | Eugene            | OR    | 398                                   | —                                 | 100                      | %                | 100                      | %                | 100                      | %                |
| Other Total   |       |                   |       | 11,184                                | 3,705                             | 93                       | %                | 91                       | %                | 89                       | %                |
| TOTAL / AVERAGE                                     |       |                   |       | 61,801                                | 7,988                             | 90                       | %                | 87                       | %                | 85                       | %                |

<sup>(1)</sup> Properties have two licenses but operate as one community.

<sup>(2)</sup> Occupancy in these Properties reflects the fact that these communities are ground-up developments and have not reached full occupancy.



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

(4) This Property is owned by an affiliate of SunChamp LLC, a joint venture that owns 11 of our consolidated manufactured home communities, in which we own approximately an 81.9% equity interest as of December 31, 2013.

(5) Occupancy percentage excludes transient RV sites. Percentage calculated by dividing revenue producing sites by developed sites. A revenue producing site is defined as a site that is occupied by a paying resident or reserved by a customer with annual or seasonal usage rights. A developed site is defined as an adequate sized parcel of land that has road and utility access which is zoned and licensed (if required) for use as a home site.

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<sup>(6)</sup> The number of developed sites and occupancy percentage at this Property includes sites that have been covered under our comprehensive insurance coverage (subject to deductibles and certain limitations) for both property damage and business interruption from a flood that caused substantial damage to this Property.

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### ITEM 3. LEGAL PROCEEDINGS

On June 4, 2010, we settled all of the claims arising out of the litigation filed in 2004 by TJ Holdings, LLC ("TJ Holdings") in the Superior Court of Guilford County, North Carolina and the associated arbitration proceeding commenced by TJ Holdings in Southfield, Michigan. Under the terms of the settlement agreement, in which neither party admitted any liability whatsoever, we paid TJ Holdings \$360,000. In addition, pursuant to this settlement, TJ Holdings' percentage ownership interest in Sun/Forest, LLC will be increased on a one time basis, in the event of a sale or refinance of all of the SunChamp Properties, to between 9.03% and 28.99% depending on our average closing stock price as reported by the NYSE during the 30 days preceding the sale or refinance of all the SunChamp Properties. Once this percentage ownership interest has been adjusted, there will be no further adjustments from subsequent sales or refinances of the SunChamp Properties. The likelihood of a sale or refinancing of all of the SunChamp properties is not probable as these properties continue to see growth potential nor do we have a need to refinance all of the properties, so we do not expect it to have a material adverse impact on our results of operations or financial condition.

We are 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. MINE SAFETY DISCLOSURES

None.

## PART II

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

#### Market Information

Our common stock has been listed on the NYSE since December 8, 1993, and traded under the symbol "SUI". The following table sets forth the high and low sales prices per share for the common stock for the periods indicated as reported by the NYSE and the distributions per share paid by us with respect to each period:

| Year Ended December 31, 2013 | High    | Low     | Distributions |     |
|------------------------------|---------|---------|---------------|-----|
| 1st Quarter                  | \$49.38 | \$40.28 | \$0.63        |     |
| 2nd Quarter                  | \$57.78 | \$46.40 | \$0.63        |     |
| 3rd Quarter                  | \$53.35 | \$41.93 | \$0.63        |     |
| 4th Quarter                  | \$45.96 | \$39.53 | \$0.63        | (1) |
| Year Ended December 31, 2012 | High    | Low     | Distributions |     |
| 1st Quarter                  | \$43.90 | \$35.06 | \$0.63        |     |
| 2nd Quarter                  | \$44.68 | \$39.15 | \$0.63        |     |
| 3rd Quarter                  | \$47.84 | \$43.37 | \$0.63        |     |
| 4th Quarter                  | \$44.64 | \$36.15 | \$0.63        | (2) |

(1) Paid on January 17, 2014, to stockholders of record on December 31, 2013

(2) Paid on January 18, 2013, to stockholders of record on December 31, 2012

On February 14, 2014, the closing share price of our common stock was \$47.28 per share on the NYSE, and there were 233 holders of record for the 36,168,663 million outstanding shares of common stock. On February 14, 2014,

the Operating Partnership had (i) 2,069,322 common OP units issued and outstanding which were convertible into an equal number of shares of our common stock, (ii) 1,325,275 Aspen preferred OP units issued and outstanding which were exchangeable for 526,212 shares of our common stock, (iii) 455,476 Series A-1 preferred OP units issued and outstanding which were exchangeable for 1,111,361 shares of our common stock and (iv) 40,267.50 Series A-3 preferred OP Units issued and outstanding which were exchangeable for 74,918 shares of our common stock.

We have historically paid regular quarterly distributions to holders of our common stock and common OP Units. In addition, we are obligated to make distributions to holders of shares of Series A Preferred Stock, Aspen preferred OP units, Series A-1 preferred

## SUN COMMUNITIES, INC.

OP units, Series A-3 preferred OP units and Series B-3 preferred OP units. See “Structure of the Company” under Part I, Item 1 of this Form 10-K. Our ability to make distributions on our common and preferred stock and payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. The decision to declare and pay distributions on shares of our common stock in the future, as well as the timing, amount and composition of any such future distributions, will be at the sole discretion of our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table reflects information about the securities authorized for issuance under our equity compensation plans as of December 31, 2013.

| Plan Category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) |
|--|---|---|---|
|  | (a)   | (b)   | (c)   |
| Equity compensation plans approved by shareholders     | 46,250  | \$ 30.77  | 392,100   |
| Equity compensation plans not approved by shareholders | —   | —   | —   |
| Total  | 46,250  | \$ 30.77  | 392,100   |

## Issuer Purchases of Equity Securities

In November 2004, our Board of Directors authorized us to repurchase up to 1,000,000 shares of our common stock. We have 400,000 common shares remaining in the repurchase program. No common shares were repurchased under this program during 2013. There is no expiration date specified for the buyback program.

## Recent Sales of Unregistered Securities

From time to time, we may issue shares of common stock in exchange for OP units that may be tendered to the Operating Partnership for redemption in accordance with the terms and provisions of the limited partnership agreement of the Operating Partnership. Such shares are issued based on the exchange ratios and formulas described in “Structure of the Company” under Item 1 above.

Holders of common OP Units have converted zero units, 2,400 units and 10,249 units to common stock for the years ended December 31, 2013, 2012 and 2011, respectively.

In February 2013, our Operating Partnership issued 40,267.50 Series A-3 preferred OP units in connection with our acquisition of ten RV communities. See Note 2 to our financial statements for other consideration paid in the transaction. The Series A-3 preferred OP units are convertible, but not redeemable. The holders of the Series A-3 preferred OP units can convert each Series A-3 preferred OP unit at any time, subject to certain contractual restrictions contained in the acquisition agreements, into 1.8605 shares of our common stock (which exchange rate is subject to

adjustment upon stock splits, recapitalizations and similar events). The Series A-3 preferred OP unit holders receive an annual preferred return of 4.5%.

In June 2011, our Operating Partnership issued 455,476 Series A-1 preferred OP units in connection with our acquisition of the Kentland Communities ("Kentland"). The Series A-1 preferred OP units are convertible, but not redeemable. The holders of the Series A-1 preferred OP units can convert each Series A-1 preferred OP units at any time after December 31, 2013 into 2,439 shares of common stock (which exchange rate is subject to adjustment upon stock splits, recapitalizations and similar events). The Series A-1 preferred OP unit holders received an annual preferred return of 5.1% through June 23, 2013 and 6.0% thereafter.

All of the securities described above were issued in private placements in reliance on Section 4(a)(2) of the Securities Act, including Regulation D promulgated there under. No underwriters were used in connection with any of such issuances.

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## Performance Graph

Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on our common stock against the cumulative total return of a broad market index composed of all issuers listed on the NYSE and an industry index comprised of fifteen publicly traded residential real estate investment trusts, for the five year period ending on December 31, 2013. This line graph assumes a \$100 investment on December 31, 2008, a reinvestment of distributions and actual increase of the market value of our 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 our common stock.

| Index                                    | As of December 31, |          |          |          |          |          |
|--|--------------------|----------|----------|----------|----------|----------|
|  | 2008               | 2009     | 2010     | 2011     | 2012     | 2013     |
| Sun Communities, Inc.                    | \$100.00           | \$167.55 | \$311.61 | \$372.87 | \$432.03 | \$487.97 |
| SNL US REIT Residential                  | \$100.00           | \$134.17 | \$197.07 | \$225.74 | \$240.18 | \$233.42 |
| NYSE Market Index                        | \$100.00           | \$128.58 | \$146.07 | \$140.71 | \$163.43 | \$206.56 |
| SUI Peer Group 2012 Index <sup>(1)</sup> | \$100.00           | \$131.23 | \$186.64 | \$215.47 | \$232.91 | \$217.27 |
| SUI Peer Group 2013 Index <sup>(2)</sup> | \$100.00           | \$130.90 | \$185.69 | \$214.20 | \$231.66 | \$215.69 |

<sup>(1)</sup> Includes American Campus Communities, Inc., American Capital Agency Corp., Apartment and Management Company, Associated Estates Realty Corporation, AvalonBay Communities, Inc., BRE Properties, Inc., Camden Property Trust, Colonial Properties Trust, Education Realty Trust, Inc., Equity Lifestyles Properties, Inc., Equity Residential, Essex Property Trust, Inc., Home Properties, Inc., Mid-America Apartment Communities, Inc., Senior Housing Properties Trust and UDR, Inc.

<sup>(2)</sup> Includes the same companies as SUI Peer Group 2012 Index, with the exception of Colonial Properties Trust, which merged with Mid-America Apartment Communities, Inc. in 2013.

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The information included under the heading “Performance Graph” is not to be treated as “soliciting material” or as “filed” with the SEC, and is not incorporated by reference into any filing by the Company under the Securities Act or the Exchange Act that is made on, before or after the date of filing of this Form 10-K.

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## SUN COMMUNITIES, INC.

## ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected financial and operating information on a historical basis. The historical financial data has been derived from our historical financial statements. The following information should be read in conjunction with the information included in "Management's Discussion and Analysis of Financial Condition and Results of Operations", and the financial statements and accompanying notes included herein.

|  | Year Ended December 31,                       |                     |                     |                     |                     |
|--|---|---------------------|---------------------|---------------------|---------------------|
|  | 2013  | 2012 <sup>(1)</sup> | 2011 <sup>(1)</sup> | 2010 <sup>(2)</sup> | 2009 <sup>(2)</sup> |
|  | (In thousands, except for share related data) |                     |                     |                     |                     |
| <b>OPERATING DATA:</b>   |   |                     |                     |                     |                     |
| Revenues   | \$415,222                                     | \$338,952           | \$288,600           | \$265,407           | \$258,453           |
| Net income (loss) attributable to Sun Communities, Inc. common stockholders: |   |                     |                     |                     |                     |
| Income (loss) from continuing operations                                     | \$10,610                                      | \$4,958             | \$(1,086 )          | \$(2,883 )          | \$(6,099 )          |
| Net income (loss)  | \$10,610                                      | \$4,958             | \$(1,086 )          | \$(2,883 )          | \$(6,302 )          |
| Income (loss) from continuing operations per share - basic and diluted       | \$0.31  | \$0.18              | \$(0.05 )           | \$(0.15 )           | \$(0.33 )           |
| Cash distributions declared per common share <sup>(3)</sup>                  | \$2.52  | \$2.52              | \$3.15              | \$2.52              | \$2.52              |
| <b>BALANCE SHEET DATA:</b>   |   |                     |                     |                     |                     |
| Investment property before accumulated depreciation                          | \$2,489,119                                   | \$2,177,305         | \$1,794,605         | \$1,580,544         | \$1,565,700         |
| Total assets   | \$1,999,236                                   | \$1,754,628         | \$1,367,974         | \$1,165,342         | \$1,184,234         |
| Total debt and lines of credit   | \$1,492,820                                   | \$1,453,501         | \$1,397,225         | \$1,258,139         | \$1,253,907         |
| Total stockholders' equity (deficit)   | \$397,074                                     | \$212,990           | \$(100,655 )        | \$(132,384 )        | \$(111,308 )        |
| <b>OTHER FINANCIAL DATA:</b>   |   |                     |                     |                     |                     |
| Net operating income (NOI) <sup>(4)</sup> from:                              |   |                     |                     |                     |                     |
| Real property operations   | \$203,176                                     | \$167,715           | \$146,876           | \$135,222           | \$131,131           |
| Home sales and home rentals  | \$26,620                                      | \$18,677            | \$12,954            | \$12,981            | \$13,410            |
| Funds from operations (FFO) <sup>(4)</sup>                                   | \$117,583                                     | \$92,409            | \$73,691            | \$62,765            | \$56,073            |
| Adjustment to FFO  | 3,928   | 4,296               | 1,564               | 874                 | 3,419               |
| FFO excluding certain items  | \$121,511                                     | \$96,705            | \$75,255            | \$63,639            | \$59,492            |
| FFO per share excluding certain items - fully diluted                        | \$3.22  | \$3.19              | \$3.13              | \$2.97              | \$2.86              |

<sup>(1)</sup> Financial information has been restated to reflect certain reclassifications in prior periods to conform to current period presentation.

<sup>(2)</sup> Financial information has been restated to reflect the reclassification of our cable television service business as a discontinued operation. Additionally, financial information has been restated to reflect certain reclassifications in prior periods to conform to current period presentation.

<sup>(3)</sup> In 2011, we paid \$2.52 in cash distributions per common share and declared \$3.15 in distributions per common share.

<sup>(4)</sup> Refer to Item 7, Supplemental Measures, for information regarding the presentation of the NOI financial measure and FFO financial measure.

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

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 included in this Form 10-K.

## EXECUTIVE SUMMARY

## 2013 Accomplishments

Same Site occupancy increased to 88.9% at year end from 87.1% at December 31, 2012.

Home sales increased 10.7% to a historical high of 1,929.

Completed acquisitions of one MH community and 14 RV communities for an aggregate purchase price of approximately \$175.1 million.

- Closed one underwritten registered public offering totaling 5.8 million shares of common stock with net proceeds of approximately \$249.5 million after deducting offering related expenses.

Entered into a \$350.0 million senior secured revolving credit facility, which replaced our previous \$150.0 million facility, decreased the per annum interest rate and extended the maturity date to May 15, 2017.

Entered into a loan agreement for \$141.5 million, which is classified into two pools and matures on January 1, 2024.

The proceeds of the loans, along with \$34.4 million in cash, was used to repay in full 11 loans previously made to subsidiaries of the Company.

## Property Operations:

Occupancy in our Properties as well as our ability to increase rental rates directly affects revenues. Our revenue streams are predominantly derived from customers renting our sites on a long-term basis. Our Same Site properties continue to achieve revenue and occupancy increases which drive continued Net Operating Income ("NOI") growth. Home sales are at their historical high, and we expect to continue to increase the number of homes sold in our portfolio.

| Portfolio Information:                                       | Year Ended December 31, |           |           |   |
|--|-------------------------|-----------|-----------|---|
|  | 2013                    | 2012      | 2011      |   |
| Occupancy % - Total Portfolio - MH and annual RV             | 89.7                    | % 87.3    | % 85.3    | % |
| Occupancy % - Same Site - MH and annual RV                   | 88.9                    | % 87.1    | % 85.8    | % |
| Funds from operations excluding certain items <sup>(1)</sup> | \$3.22                  | \$3.19    | \$3.13    |   |
| NOI <sup>(1)</sup> - Total Portfolio                         | \$203,176               | \$167,715 | \$146,876 |   |
| NOI <sup>(1)</sup> - Same Site                               | \$173,674               | \$164,041 | \$140,058 |   |
| Homes Sold   | 1,929                   | 1,742     | 1,439     |   |
| Number of Occupied Rental Homes                              | 9,726                   | 8,110     | 7,047     |   |

<sup>(1)</sup> Refer to Item 7, Supplemental Measures, for information regarding the presentation of the NOI financial measure and funds from operations excluding certain items financial measure.

## Acquisition Activity:

Since 2011, we have completed acquisitions of 50 properties with over 21,000 sites located in high growth areas and retirement and vacation destinations such as Florida, California and Eastern coastal areas such as Old Orchard Beach, Maine; Cape May, New Jersey; Chesapeake Bay, Virginia and Cape Cod, Massachusetts.

During 2013, we acquired one MH community comprised of 712 developed sites and 14 RV communities comprised of 1,989 annual developed sites and 2,818 transient developed sites for an aggregate purchase price of approximately \$175.1 million.

We continue to experience an active pipeline of acquisition opportunities and will seek to enhance the growth of the Company through continued selective acquisitions.

SUN COMMUNITIES, INC.

Development Activity:

We expanded 784 sites at eight properties in 2013. The total capital invested was approximately \$18.0 million.

We continue to expand our properties utilizing our inventory of owned and entitled land (approximately 6,300 developed sites) and expect to construct approximately 800 additional sites in 2014, located primarily in Texas and Colorado, which have current occupancies in excess of 90%.

Capital Activity:

In March 2013, we closed one underwritten registered public offering of 5.8 million shares of common stock with net proceeds of approximately \$249.5 million after deducting offering related expenses.

Proceeds from this capital raise allowed us to maintain our targeted leverage levels while continuing to expand our portfolio.

Markets

The following table identifies the Company's largest markets by number of sites:

| Major Market | Number of Properties | Total Sites | Percentage of Total Sites |   |
|--------------|----------------------|-------------|---------------------------|---|
| Michigan     | 74                   | 25,094      | 36.0                      | % |
| Florida      | 27                   | 12,990      | 18.6                      | % |
| Indiana      | 18                   | 6,616       | 9.5                       | % |
| Texas        | 18                   | 6,411       | 9.2                       | % |
| Northeast    | 16                   | 5,858       | 8.4                       | % |
| Ohio         | 12                   | 3,789       | 5.4                       | % |
| West         | 10                   | 4,356       | 6.2                       | % |
| Other        | 13                   | 4,675       | 6.7                       | % |



SUN COMMUNITIES, INC.

## SUPPLEMENTAL MEASURES

In addition to the results reported in accordance with generally accepted accounting principles in the United States (“GAAP”), we have provided information regarding NOI in the following tables. NOI is derived from revenues minus property operating and maintenance expenses and real estate taxes. We use NOI as the primary basis to evaluate the performance of our operations. A reconciliation of NOI to net income (loss) attributable to Sun Communities, Inc. is included in “Results of Operations” below.

We believe that NOI is helpful to investors and analysts 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. We use 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, interest expense, 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 our properties rather than of the Company overall. We believe that these costs included in net income (loss) often have no effect on the market value of our property and therefore limit its use as a performance measure. In addition, such expenses are often incurred at a parent company level and therefore are not necessarily linked to the performance of a real estate asset.

NOI should not be considered a substitute for the reported results prepared in accordance with GAAP. NOI should not be considered as an alternative to net income (loss) as an indicator of our financial performance, or to cash flows as a measure of liquidity; nor is it indicative of funds available for our cash needs, including our ability to make cash distributions. NOI, as determined and presented by us, may not be comparable to related or similarly titled measures reported by other companies.

We also provide information regarding Funds From Operations (“FFO”). We consider FFO an appropriate supplemental measure of the financial performance of an equity REIT. Under the National Association of Real Estate Investment Trusts (“NAREIT”) definition, FFO represents net income, excluding extraordinary items (as defined under GAAP), and gain (loss) on sales of depreciable property, plus real estate related depreciation and amortization (excluding amortization of financing costs), and after adjustments for unconsolidated partnerships and joint ventures. Management also uses FFO excluding certain items, a non-GAAP financial measure, which excludes certain gain and loss items that management considers unrelated to the operational and financial performance of our core business. We believe that this provides investors with another financial measure of our operating performance that is more comparable when evaluating period over period results. A discussion of FFO, FFO excluding certain items, a reconciliation of FFO to net income (loss), and FFO to FFO excluding certain items are included in the presentation of FFO following our “Results of Operations.”

## SUN COMMUNITIES, INC.

The following table is a summary of our consolidated financial results which are discussed in more detail in the following paragraphs (in thousands):

|   | Year Ended December 31, |           |           |
|---|-------------------------|-----------|-----------|
|   | 2013                    | 2012      | 2011      |
| Real Property NOI   | \$203,176               | \$167,715 | \$146,876 |
| Rental Program NOI  | 58,481                  | 47,084    | 37,991    |
| Home Sales NOI/Gross Profit   | 14,555                  | 10,229    | 6,860     |
| Site rent from Rental Program (included in Real Property NOI)               | (46,416                 | ) (38,636 | ) (31,897 |
| NOI/Gross profit  | 229,796                 | 186,392   | 159,830   |
| Adjustments to arrive at net income (loss):                                 |                         |           |           |
| Other revenues  | 14,773                  | 11,455    | 10,445    |
| General and administrative  | (35,854                 | ) (28,353 | ) (27,275 |
| Acquisition related costs   | (3,928                  | ) (4,296  | ) (1,971  |
| Depreciation and amortization   | (110,078                | ) (89,674 | ) (74,193 |
| Asset impairment charge   | —                       | —         | (1,382    |
| Interest expense  | (76,577                 | ) (71,180 | ) (67,939 |
| Provision for state income taxes  | (234                    | ) (249    | ) (150    |
| Distributions from affiliate  | 2,250                   | 3,900     | 2,100     |
| Net income (loss)   | 20,148                  | 7,995     | (535      |
| Less: Preferred return to A-1 preferred OP units                            | 2,598                   | 2,329     | 1,222     |
| Less: Preferred return to A-3 preferred OP units                            | 166                     | —         | —         |
| Less: Amounts attributable to noncontrolling interests                      | 718                     | (318      | ) (671    |
| Net income (loss) attributable to Sun Communities, Inc.                     | 16,666                  | 5,984     | (1,086    |
| Less: Series A Preferred Stock Distributions                                | 6,056                   | 1,026     | —         |
| Net income (loss) attributable to Sun Communities, Inc. common stockholders | \$10,610                | \$4,958   | \$(1,086  |



## SUN COMMUNITIES, INC.

## RESULTS OF OPERATIONS

We report operating results under two segments: Real Property Operations and Home Sales and Rentals. The Real Property Operations segment owns, operates, and develops MH communities and RV communities concentrated in the midwestern, southern, and southeastern United States and is in the business of acquiring, operating, and expanding MH and RV communities. The Home Sales and Rentals segment offers manufactured home sales and leasing services to tenants and prospective tenants of our communities. We evaluate segment operating performance based on NOI and Gross Profit.

## COMPARISON OF THE YEARS ENDED DECEMBER 31, 2013 AND 2012

## REAL PROPERTY OPERATIONS – TOTAL PORTFOLIO

The following tables reflect certain financial and other information for our Total Portfolio for the year ended December 31, 2013 and 2012:

| Financial Information (in thousands) | Year Ended December 31, |           |          |          |
|--------------------------------------|-------------------------|-----------|----------|----------|
|                                      | 2013                    | 2012      | Change   | % Change |
| Income from Real Property            | \$313,097               | \$255,761 | \$57,336 | 22.4 %   |
| Property operating expenses:         |                         |           |          |          |
| Payroll and benefits                 | 28,090                  | 20,340    | 7,750    | 38.1 %   |
| Legal, taxes, & insurance            | 4,769                   | 3,216     | 1,553    | 48.3 %   |
| Utilities                            | 36,071                  | 29,445    | 6,626    | 22.5 %   |
| Supplies and repair                  | 11,213                  | 10,085    | 1,128    | 11.2 %   |
| Other                                | 7,494                   | 5,753     | 1,741    | 30.3 %   |
| Real estate taxes                    | 22,284                  | 19,207    | 3,077    | 16.0 %   |
| Property operating expenses          | 109,921                 | 88,046    | 21,875   | 24.8 %   |
| Real Property NOI                    | \$203,176               | \$167,715 | \$35,461 | 21.1 %   |

| Other Information                                      | As of December 31, |        |  | Change |
|--|--------------------|--------|--|--------|
|  | 2013               | 2012   |  |        |
| Number of properties                                   | 188                | 173    |  | 15     |
| Developed sites  | 69,789             | 63,697 |  | 6,092  |
| Occupied sites <sup>(1)</sup> <sup>(2)</sup>           | 55,459             | 50,412 |  | 5,047  |
| Occupancy % <sup>(1)</sup>                             | 89.7 %             | 87.3 % |  | 2.4 %  |
| Weighted average monthly site rent - MH                | \$443              | \$434  |  | \$9    |
| Weighted average monthly site rent - RV <sup>(3)</sup> | \$380              | \$406  |  | \$(26) |
| Sites available for development                        | 6,339              | 6,969  |  | (630)  |

<sup>(1)</sup> Occupied sites and occupancy % include MH and annual RV sites, and excludes transient RV sites.

<sup>(2)</sup> Occupied sites include 2,480 sites acquired during 2013 and 4,989 sites acquired in 2012.

<sup>(3)</sup> Weighted average rent pertains to annual RV sites and excludes transient RV sites.

The 21.1% growth in Real Property NOI consists of \$25.9 million from newly acquired properties and \$9.6 million from our Same Site properties as detailed below.

## SUN COMMUNITIES, INC.

## REAL PROPERTY OPERATIONS – SAME SITE

A key management tool used when evaluating performance and growth of our properties is a comparison of all Properties owned and operated for the same period in both years ("Same Site"). The Same Site data may change from time-to-time depending on acquisitions, dispositions, management discretion, significant transactions, or unique situations.

In order to evaluate the growth of the Same Site communities, management has classified certain items differently than our GAAP statements. The reclassification difference between our GAAP statements and our Same Site portfolio is the reclassification of water and sewer revenues from income from real property to utilities. A significant portion of our utility charges are re-billed to our residents. We reclassify these amounts to reflect the utility expenses associated with our Same Site portfolio net of recovery.

The Same Site information in this comparison of the years ended December 31, 2013 and 2012 includes all Properties acquired on or prior to December 31, 2011 and which were owned and operated by the Company during the years ended December 31, 2013 and 2012.

| Financial Information (in thousands)                       | Year Ended December 31, |                    |          |          |
|--|-------------------------|--------------------|----------|----------|
|  | 2013                    | 2012               | Change   | % Change |
| Income from Real Property                                  | \$245,703               | \$233,858          | \$11,845 | 5.1 %    |
| Property operating expenses:                               |                         |                    |          |          |
| Payroll and benefits                                       | 20,689                  | 19,452             | 1,237    | 6.4 %    |
| Legal, taxes, & insurance                                  | 4,101                   | 3,125              | 976      | 31.2 %   |
| Utilities  | 13,624                  | 13,279             | 345      | 2.6 %    |
| Supplies and repair  | 9,279                   | 9,687              | (408)    | (4.2)%   |
| Other  | 5,366                   | 5,491              | (125)    | (2.3)%   |
| Real estate taxes  | 18,970                  | 18,783             | 187      | 1.0 %    |
| Property operating expenses                                | 72,029                  | 69,817             | 2,212    | 3.2 %    |
| Real Property NOI  | \$173,674               | \$164,041          | \$9,633  | 5.9 %    |
|  |                         | As of December 31, |          |          |
| Other Information  | 2013                    | 2012               | Change   |          |
| Number of properties                                       | 159                     | 159                | —        |          |
| Developed sites  | 55,590                  | 55,006             | 584      |          |
| Occupied sites <sup>(1)</sup>                              | 46,908                  | 45,224             | 1,684    |          |
| Occupancy % <sup>(1)(2)</sup>                              | 88.9 %                  | 87.1 %             | 1.8 %    |          |
| Weighted average monthly rent per site - MH                | \$445                   | \$433              | \$12     |          |
| Weighted average monthly rent per site - RV <sup>(3)</sup> | \$416                   | \$409              | \$7      |          |
| Sites available for development                            | 5,631                   | 6,104              | (473)    |          |

<sup>(1)</sup> Occupied sites and occupancy % include MH and annual RV sites, and excludes transient RV sites.

<sup>(2)</sup> Occupancy % excludes recently completed but vacant expansion sites.

<sup>(3)</sup> Weighted average rent pertains to annual RV sites and excludes transient RV sites.

The 5.9% growth in NOI is primarily due to increased revenues of \$11.8 million partially offset by a \$2.2 million increase in expenses.

Income from real property revenue consists of MH and RV site rent, and miscellaneous other property revenues. The 5.1% growth in income from real property was due to a combination of factors. Revenue from our MH and RV portfolio increased \$10.7 million due to weighted average rental rate increases of 2.3% and due to the increased

number of occupied home sites. This growth in revenue was partially offset by rent concessions offered to new residents and current residents converting from home renters to home owners. Additionally, other revenues increased \$1.1 million primarily due to increases in late fees and insufficient fund charges, cable television royalties, property tax revenues and utility income.

Property operating expenses increased approximately \$2.2 million, or 3.2%, compared to 2012. Of that increase, payroll and benefits increased by \$1.2 million primarily as a result of increased health insurance, workers compensation costs and salary increases. Legal, taxes and insurance increased \$1.0 million primarily due to \$0.6 million of increased property and casualty insurance and \$0.4 million of increased legal fees. Utility expense increased \$0.3 million primarily as a result of the increased gas and electric costs. These increases were partially offset by a decrease in supplies and repairs of \$0.4 million, which was primarily due to decreased lawn services and tree trimming/removal expense, decreased maintenance

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and repair expenses for water, irrigation and electric systems and decreased maintenance expenses for our clubhouses, garages, sheds and carports.

## HOME SALES AND RENTALS

We acquire pre-owned and repossessed manufactured homes generally located within our communities from lenders and dealers at substantial discounts. We lease or sell these value priced homes to current and prospective residents. We also purchase new homes to lease and sell to current and prospective residents.

The following table reflects certain financial and other information for our Rental Program for the year ended December 31, 2013 and 2012 (in thousands, except for statistical information):

| Financial Information                        | Year Ended December 31, |           |          |          |
|--|-------------------------|-----------|----------|----------|
|  | 2013                    | 2012      | Change   | % Change |
| Rental home revenue                          | \$32,500                | \$26,589  | \$5,911  | 22.2 %   |
| Site rent from Rental Program <sup>(1)</sup> | 46,416                  | 38,636    | 7,780    | 20.1 %   |
| Rental Program revenue                       | 78,916                  | 65,225    | 13,691   | 21.0 %   |
| Expenses                                     |                         |           |          |          |
| Commissions                                  | 2,507                   | 2,207     | 300      | 13.6 %   |
| Repairs and refurbishment                    | 9,411                   | 9,002     | 409      | 4.5 %    |
| Taxes and insurance                          | 4,446                   | 3,467     | 979      | 28.2 %   |
| Marketing and other                          | 4,071                   | 3,465     | 606      | 17.5 %   |
| Rental Program operating and maintenance     | 20,435                  | 18,141    | 2,294    | 12.6 %   |
| Rental Program NOI                           | \$58,481                | \$47,084  | \$11,397 | 24.2 %   |
| Other Information                            |                         |           |          |          |
| Number of occupied rentals, end of period    | 9,726                   | 8,110     | 1,616    | 19.9 %   |
| Investment in occupied rental homes          | \$355,789               | \$287,261 | \$68,528 | 23.9 %   |
| Number of sold rental homes                  | 924                     | 953       | (29)     | (3.0)%   |
| Weighted average monthly rental rate         | \$796                   | \$782     | \$14     | 1.8 %    |

<sup>(1)</sup> The renter's monthly payment includes the site rent and an amount attributable to the leasing of the home. The site rent is reflected in the Real Property Operations segment. For purposes of management analysis, the site rent is included in the Rental Program revenue to evaluate the incremental revenue gains associated with implementation of the Rental Program, and assess the overall growth and performance of Rental Program and financial impact to our operations.

The 24.2% growth in NOI is primarily as a result of the increased number of residents participating in the Rental Program and from increased monthly rental rates as indicated in the table above.

The increase in operating and maintenance expense of \$2.3 million was a result of several factors. Personal property and use taxes increased \$0.6 million and property and casualty insurance increased \$0.4 million, both due to the additional homes in the Rental Program, and bad debt expense increased \$0.5 million. Commissions increased \$0.3 million, primarily due to the increased number of new leases.

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The following table reflects certain financial and statistical information for our Home Sales Program for the year ended December 31, 2013 and 2012 (in thousands, except for statistical information):

| Financial Information            | Year Ended December 31, |          |         |          |   |
|----------------------------------|-------------------------|----------|---------|----------|---|
|                                  | 2013                    | 2012     | Change  | % Change |   |
| New home sales                   | \$6,645                 | \$5,380  | \$1,265 | 23.5     | % |
| Pre-owned home sales             | 48,207                  | 39,767   | 8,440   | 21.2     | % |
| Revenue from homes sales         | 54,852                  | 45,147   | 9,705   | 21.5     | % |
| New home cost of sales           | 5,557                   | 4,553    | 1,004   | 22.1     | % |
| Pre-owned home cost of sales     | 34,740                  | 30,365   | 4,375   | 14.4     | % |
| Cost of home sales               | 40,297                  | 34,918   | 5,379   | 15.4     | % |
| NOI / Gross profit               | \$14,555                | \$10,229 | \$4,326 | 42.3     | % |
| Gross profit – new homes         | \$1,088                 | \$827    | \$261   | 31.6     | % |
| Gross margin % – new homes       | 16.4                    | % 15.4   | % 1.0   | %        |   |
| Gross profit – pre-owned homes   | \$13,467                | \$9,402  | \$4,065 | 43.2     | % |
| Gross margin % – pre-owned homes | 27.9                    | % 23.6   | % 4.3   | %        |   |
| Statistical Information          |                         |          |         |          |   |
| Home sales volume:               |                         |          |         |          |   |
| New home sales                   | 85                      | 76       | 9       | 11.8     | % |
| Pre-owned home sales             | 1,844                   | 1,666    | 178     | 10.7     | % |
| Total homes sold                 | 1,929                   | 1,742    | 187     | 10.7     | % |

Home Sales NOI/Gross profit increased \$0.3 million on new home sales and \$4.1 million on preowned home sales. The increased profits are due to both an increase in volume of home sales and an increase in average selling price.

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## OTHER INCOME STATEMENT ITEMS

The following table summarizes other income and expenses for the years ended December 31, 2013 and 2012 (amounts in thousands):

|   | Year Ended December 31, |          | Change    | % Change |    |
|---|-------------------------|----------|-----------|----------|----|
|   | 2013                    | 2012     |           |          |    |
| Ancillary revenues, net                           | \$1,151                 | \$ (180) | ) \$1,331 | (739.4   | )% |
| Interest income                                   | \$13,073                | \$11,018 | \$2,055   | 18.7     | %  |
| Brokerage commissions and other revenues          | \$549                   | \$617    | \$(68     | ) (11.0  | )% |
| Real property general and administrative          | \$25,941                | \$20,037 | \$5,904   | 29.5     | %  |
| Home sales and rentals general and administrative | \$9,913                 | \$8,316  | \$1,597   | 19.2     | %  |
| Acquisition related costs                         | \$3,928                 | \$4,296  | \$(368    | ) (8.6   | )% |
| Depreciation and amortization                     | \$110,078               | \$89,674 | \$20,404  | 22.8     | %  |
| Interest expense                                  | \$76,577                | \$71,180 | \$5,397   | 7.6      | %  |
| Distributions from affiliates                     | \$2,250                 | \$3,900  | \$(1,650  | ) (42.3  | )% |

Ancillary revenues, net increased \$1.3 million primarily related to increases in our vacation rental income and golf course, restaurant and pro shop income, as a result of our acquisition of 14 RV communities during 2013.

Interest income increased primarily due to increases in interest income of \$1.3 million from collateralized receivables and \$0.7 million from installment note receivables.

Real property general and administrative costs increased primarily due to increased salaries, wages and bonus expense of \$2.1 million as a result of our acquisitions and increased headcount year over year, increased health insurance and workers compensation costs of \$0.5 million, increased deferred compensation of \$1.7 million due to awards of restricted stock to our executives and key employees, increased other expenses of \$0.9 million related to training and development, travel, consulting fees, software support and maintenance expenses, office expenses and rent, increased human resources expense of \$0.3 million primarily related to pre-employment costs and an update to our payroll processing server and increased legal expense of \$0.3 million.

Home sales and rentals general and administrative costs increased primarily due to increased salary expense of \$0.5 million, increased health insurance costs of \$0.2 million, increased commissions on home sales of \$0.3 million, increased advertising expense of \$0.3 million and increased utility expense of \$0.2 million.

Depreciation and amortization costs increased as a result of additional depreciation and amortization of \$9.5 million primarily related to our newly acquired properties (See Note 2 to our financial statements), \$6.9 million related to depreciation on investment property for use in our rental program, \$2.3 million related to the amortization of in place leases and promotions, and \$1.7 million related to the write off of the remaining net book value for assets replaced during the year.

Interest expense on debt, including interest on mandatorily redeemable debt, increased primarily due to an increase of \$1.8 million in our mortgage interest due to debt associated with the acquired properties (See Note 2 to our financial statements), an increase of \$1.5 million in amortized financing costs, an increase of \$1.3 million in interest expense on our secured borrowing arrangements, and an increase of \$0.9 million in interest on our lines of credit, partially offset by a decrease in preferred OP unit interest expense.

Distributions from affiliate decreased approximately \$1.7 million. We suspended equity accounting in 2010 on our affiliate, Origen, as our investment balance is zero. The income recorded in 2013 and 2012 is distribution income. The amount of the distribution is determined by Origen on a quarterly basis. See Note 7 to our financial statements.

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## COMPARISON OF THE YEARS ENDED DECEMBER 31, 2012 AND 2011

## REAL PROPERTY OPERATIONS – TOTAL PORTFOLIO

The following tables reflect certain financial and other information for our Total Portfolio for the year ended December 31, 2012 and 2011:

| Financial Information (in thousands) | Year Ended December 31, |           |          |          |   |
|--------------------------------------|-------------------------|-----------|----------|----------|---|
|                                      | 2012                    | 2011      | Change   | % Change |   |
| Income from Real Property            | \$255,761               | \$223,613 | \$32,148 | 14.4     | % |
| Property operating expenses:         |                         |           |          |          |   |
| Payroll and benefits                 | 20,340                  | 17,312    | 3,028    | 17.5     | % |
| Legal, taxes, & insurance            | 3,216                   | 3,200     | 16       | 0.5      | % |
| Utilities                            | 29,445                  | 25,146    | 4,299    | 17.1     | % |
| Supplies and repair                  | 10,085                  | 8,852     | 1,233    | 13.9     | % |
| Other                                | 5,753                   | 4,680     | 1,073    | 22.9     | % |
| Real estate taxes                    | 19,207                  | 17,547    | 1,660    | 9.5      | % |
| Property operating expenses          | 88,046                  | 76,737    | 11,309   | 14.7     | % |
| Real Property NOI                    | \$167,715               | \$146,876 | \$20,839 | 14.2     | % |

| Other Information                                      | As of December 31, |        |        | Change |   |
|--|--------------------|--------|--------|--------|---|
|  | 2012               | 2011   |        |        |   |
| Number of properties                                   | 173                | 159    | 14     |        |   |
| Developed sites  | 63,697             | 54,811 | 8,886  |        |   |
| Occupied sites <sup>(1) (2)</sup>                      | 50,412             | 44,204 | 6,208  |        |   |
| Occupancy % <sup>(1)</sup>                             | 87.3               | % 85.3 | % 2.0  |        | % |
| Weighted average monthly site rent - MH <sup>(3)</sup> | \$434              | \$420  | \$14   |        |   |
| Weighted average monthly site rent - RV <sup>(3)</sup> | \$406              | \$418  | \$(12) |        | ) |
| Sites available for development                        | 6,969              | 6,443  | 526    |        |   |

<sup>(1)</sup> Occupied sites and occupancy % include MH and annual RV sites and excludes transient RV sites.

<sup>(2)</sup> Occupied sites include 4,989 sites acquired in 2012 and 4,814 sites acquired during 2011.

<sup>(3)</sup> Weighted average rent pertains to annual RV sites and excludes transient RV sites.

The 14.2% growth in NOI was primarily due to \$13.0 million from newly acquired properties and \$7.8 million from Same Site properties as detailed below.



## SUN COMMUNITIES, INC.

## REAL PROPERTY OPERATIONS – SAME SITE

The Same Site information in this comparison of the years ended December 31, 2012 and 2011 includes all properties acquired on or prior to December 31, 2010 and which were owned and operated by the Company during the years ended December 31, 2012 and 2011.

| Financial Information (in thousands) | Year Ended December 31, |           |         |          |
|--------------------------------------|-------------------------|-----------|---------|----------|
|                                      | 2012                    | 2011      | Change  | % Change |
| Income from Real Property            | \$207,849               | \$198,806 | \$9,043 | 4.5 %    |
| Property operating expenses:         |                         |           |         |          |
| Payroll and benefits                 | 16,696                  | 16,223    | 473     | 2.9 %    |
| Legal, taxes, & insurance            | 2,652                   | 2,993     | (341)   | (11.4) % |
| Utilities                            | 11,288                  | 11,004    | 284     | 2.6 %    |
| Supplies and repair                  | 8,428                   | 8,163     | 265     | 3.2 %    |
| Other                                | 4,807                   | 4,310     | 497     | 11.5 %   |
| Real estate taxes                    | 16,157                  | 16,055    | 102     | 0.6 %    |
| Property operating expenses          | 60,028                  | 58,748    | 1,280   | 2.2 %    |
| Real Property NOI                    | \$147,821               | \$140,058 | \$7,763 | 5.5 %    |

| Other Information  | As of December 31, |        |        |
|--|--------------------|--------|--------|
|  | 2012               | 2011   | Change |
| Number of properties                                       | 136                | 136    | —      |
| Developed sites  | 48,222             | 47,850 | 372    |
| Occupied sites <sup>(1)</sup>                              | 39,860             | 39,230 | 630    |
| Occupancy % <sup>(1)(2)</sup>                              | 86.7 %             | 85.8 % | 0.9 %  |
| Weighted average monthly rent per site - MH <sup>(3)</sup> | \$437              | \$425  | \$12   |
| Weighted average monthly rent per site - RV <sup>(3)</sup> | \$453              | \$431  | \$22   |
| Sites available for development                            | 4,908              | 5,247  | (339)  |

<sup>(1)</sup> Occupied sites and occupancy % include MH and annual RV sites, and excludes transient RV sites.

<sup>(2)</sup> Occupancy % excludes recently completed but vacant expansion sites.

<sup>(3)</sup> Weighted average rent pertains to annual RV sites and excludes transient RV sites.

Real Property NOI increased \$7.8 million, or 5.5%, compared to 2011. Income from real property revenue consists of manufactured home and RV site rent, and miscellaneous other property revenues. The 4.5% growth in income from real property was due to a combination of factors. Revenue from our manufactured home and RV portfolio increased \$9.5 million due to average rental rate increases of 2.8% and due to the increased number of occupied home sites. This growth in revenue was partially offset by rent concessions offered to new residents and current residents converting from home renters to home owners. Additionally, other revenues decreased \$0.5 million due to a decrease in cable television royalties and utility income partially offset by an increase in other charges and fees.

Property operating expenses increased \$1.3 million, or 2.2%, compared to 2011. Payroll and benefits increased by \$0.5 million due to increased salaries partially offset by decreased health and life insurance costs. Other expenses increased \$0.5 million primarily due to increased operational meeting expenses, general office expenses, security service expenses, regional manager travel expense and resident relations expenses. Supplies and repairs increased \$0.3 million primarily due to increased lawn services and community maintenance expenses. Utilities expenses increased \$0.3 million primarily due to increased cable, telephone and internet expenses, and real estate taxes increased \$0.1 million. These increases were partially offset by a decrease in property insurance of \$0.3 million.



## SUN COMMUNITIES, INC.

## HOME SALES AND RENTALS

We acquire pre-owned and repossessed manufactured homes generally located within our communities from lenders and dealers at substantial discounts. We lease or sell these value priced homes to current and prospective residents. We also purchase new homes to lease and sell to current and prospective residents.

The following table reflects certain financial and other information for our Rental Program for the year ended December 31, 2012 and 2011 (in thousands, except for statistical information):

| Financial Information                        | Year Ended December 31, |           |          |          |
|--|-------------------------|-----------|----------|----------|
|  | 2012                    | 2011      | Change   | % Change |
| Rental home revenue                          | \$26,589                | \$22,290  | \$4,299  | 19.3 %   |
| Site rent from Rental Program <sup>(1)</sup> | 38,636                  | 31,897    | 6,739    | 21.1 %   |
| Rental Program revenue                       | 65,225                  | 54,187    | 11,038   | 20.4 %   |
| Expenses                                     |                         |           |          |          |
| Commissions                                  | 2,207                   | 1,908     | 299      | 15.7 %   |
| Repairs and refurbishment                    | 9,002                   | 8,080     | 922      | 11.4 %   |
| Taxes and insurance                          | 3,467                   | 3,100     | 367      | 11.8 %   |
| Marketing and other                          | 3,465                   | 3,108     | 357      | 11.5 %   |
| Rental Program operating and maintenance     | 18,141                  | 16,196    | 1,945    | 12.0 %   |
| Rental Program NOI                           | \$47,084                | \$37,991  | \$9,093  | 23.9 %   |
| Other Information                            |                         |           |          |          |
| Number of occupied rentals, end of period    | 8,110                   | 7,047     | 1,063    | 15.1 %   |
| Investment in occupied rental homes          | \$287,261               | \$237,383 | \$49,878 | 21.0 %   |
| Number of sold rental homes                  | 953                     | 789       | 164      | 20.8 %   |
| Weighted average monthly rental rate         | \$782                   | \$756     | \$26     | 3.4 %    |

<sup>(1)</sup> The renter's monthly payment includes the site rent and an amount attributable to the leasing of the home. The site rent is reflected in the Real Property Operations segment. For purposes of management analysis, the site rent is included in the Rental Program revenue to evaluate the incremental revenue gains associated with implementation of the Rental Program, and assess the overall growth and performance of Rental Program and financial impact to our operations.

The 23.9% growth in Rental Program NOI was primarily due to increased revenues of \$11.0 million, offset by increased expenses of \$1.9 million. Revenues increased primarily due to the increased number of residents participating in the Rental Program and from increased monthly rental rates as indicated in the table above.

The increase in operating and maintenance expense of \$1.9 million was due to several factors. Due to the increased number of occupied rental homes in the Rental Program, refurbishment costs for occupant turnover increased \$0.5 million, personal property and use taxes increased \$0.4 million, bad debt expense increased \$0.4 million and repair costs increased \$0.4 million. Commissions increased \$0.3 million due to the increased number of new and renewed leases. Those increases were partially offset by a \$0.1 million decrease in advertising costs.

## SUN COMMUNITIES, INC.

The following table reflects certain financial and statistical information for our Home Sales Program for the year ended December 31, 2012 and 2011 (in thousands, except for statistical information):

| Financial Information            | Year Ended December 31, |         |         |          |   |
|----------------------------------|-------------------------|---------|---------|----------|---|
|                                  | 2012                    | 2011    | Change  | % Change |   |
| New home sales                   | \$5,380                 | \$2,062 | \$3,318 | 160.9    | % |
| Pre-owned home sales             | 39,767                  | 30,190  | 9,577   | 31.7     | % |
| Revenue from homes sales         | 45,147                  | 32,252  | 12,895  | 40.0     | % |
| New home cost of sales           | 4,553                   | 1,700   | 2,853   | 167.8    | % |
| Pre-owned home cost of sales     | 30,365                  | 23,692  | 6,673   | 28.2     | % |
| Cost of home sales               | 34,918                  | 25,392  | 9,526   | 37.5     | % |
| NOI / Gross profit               | \$10,229                | \$6,860 | \$3,369 | 49.1     | % |
| Gross profit – new homes         | \$827                   | \$362   | \$465   | 128.5    | % |
| Gross margin % – new homes       | 15.4                    | % 17.6  | % (2.2) | )%       |   |
| Gross profit – pre-owned homes   | \$9,402                 | \$6,498 | \$2,904 | 44.7     | % |
| Gross margin % – pre-owned homes | 23.6                    | % 21.5  | % 2.1   | %        |   |
| Statistical Information          |                         |         |         |          |   |
| Home sales volume:               |                         |         |         |          |   |
| New home sales                   | 76                      | 28      | 48      | 171.4    | % |
| Pre-owned home sales             | 1,666                   | 1,411   | 255     | 18.1     | % |
| Total homes sold                 | 1,742                   | 1,439   | 303     | 21.1     | % |

Home Sales NOI increased 49.1% compared to 2011. Gross profit on new home sales increased \$0.5 million and gross profit on pre-owned home sales increased \$2.9 million primarily due to increased sales volume.

## SUN COMMUNITIES, INC.

## OTHER INCOME STATEMENT ITEMS

The following table summarizes other income and expenses for the years ended December 31, 2012 and 2011 (amounts in thousands):

|   | Year Ended December 31, |          | Change   | % Change   |    |
|---|-------------------------|----------|----------|------------|----|
|   | 2012                    | 2011     |          |            |    |
| Ancillary revenues, net                           | \$(180                  | ) \$7    | \$(187   | ) (2,671.4 | )% |
| Interest income                                   | \$11,018                | \$9,509  | \$1,509  | 15.9       | %  |
| Brokerage commissions and other revenues          | \$617                   | \$929    | \$(312   | ) (33.6    | )% |
| Real property general and administrative          | \$20,037                | \$19,704 | \$333    | 1.7        | %  |
| Home sales and rentals general and administrative | \$8,316                 | \$7,571  | \$745    | 9.8        | %  |
| Acquisition related costs                         | \$4,296                 | \$1,971  | \$2,325  | 118.0      | %  |
| Depreciation and amortization                     | \$89,674                | \$74,193 | \$15,481 | 20.9       | %  |
| Interest expense                                  | \$71,180                | \$67,939 | \$3,241  | 4.8        | %  |
| Distributions from affiliates                     | \$3,900                 | \$2,100  | \$1,800  | 85.7       | %  |

Ancillary revenues, net decreased primarily due increased costs related to the maintenance and operation of our golf courses, restaurants and pro shops and increased insurance, warranty and credit bureau expense, partially offset by increased revenue from our golf courses, restaurants and pro shops.

Interest income increased primarily due to increases in interest income of \$0.9 million from collateralized receivables and \$0.5 million from installment note receivables.

Home sales and rentals general and administrative costs increased primarily due to increased salary, commission and bonus costs.

Acquisition related costs increased by \$2.3 million. These costs have been incurred for both completed and potential acquisitions (See Note 2 to our financial statements).

Depreciation and amortization costs increased primarily due to increased depreciation on investment property for use in our Rental Program of \$4.9 million and increased other depreciation and amortization of \$10.6 million primarily due to the newly acquired properties (See Note 2 to our financial statements).

Interest expense on debt, including interest on mandatorily redeemable debt, increased primarily due to an increase in expense associated with our secured borrowing arrangements of \$0.9 million, an increase of \$4.2 million in our mortgage interest due to debt associated with the acquired properties (See Note 2 to our financial statements) and a higher rate on our FNMA debt and an increase of \$0.1 million in amortized financing costs, offset by a decrease of \$2.0 million in interest on our lines of credit.

Distributions from affiliate increased by \$1.8 million. We suspended equity accounting in 2010 on our affiliate, Origen, as our investment balance is zero. The income recorded in 2012 and 2011 is distribution income. The amount of the distribution is determined by Origen on a quarterly basis. See Note 7 of our financial statements.

SUN COMMUNITIES, INC.

## FUNDS FROM OPERATIONS

We provide information regarding FFO as a supplemental measure of operating performance. FFO is defined by NAREIT as net income (loss) (computed in accordance GAAP), 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. Due to the variety among owners of identical assets in similar condition (based on historical cost accounting and useful life estimates), we believe excluding gains and losses related to sales of previously depreciated operating real estate assets, impairment and real estate asset depreciation and amortization, provides a better indicator of our operating performance. FFO is a useful supplemental measure of our operating performance because it reflects the impact to operations from trends in occupancy rates, rental rates, and operating costs, providing perspective not readily apparent from net income (loss). 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. Management, the investment community, and banking institutions routinely use FFO, together with other measures, to measure operating performance in our industry. Further, management uses FFO for planning and forecasting future periods.

Because FFO excludes significant economic components of net income (loss) including depreciation and amortization, FFO should be used as an adjunct to net income (loss) and not as an alternative to net income (loss). 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 (loss) 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. FFO is compiled in accordance with its interpretation of standards established by NAREIT, which may not be comparable to FFO reported by other REITs that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

## SUN COMMUNITIES, INC.

The following table reconciles net income (loss) to FFO data for diluted purposes for the years ended December 31, 2013, 2012 and 2011 (in thousands):

|   | Year Ended December 31, |          |            |
|---|-------------------------|----------|------------|
|   | 2013                    | 2012     | 2011       |
| Net income (loss) attributable to Sun Communities, Inc. common stockholders | \$10,610                | \$4,958  | \$(1,086 ) |
| Adjustments:  |                         |          |            |
| Preferred return to Series A-1 preferred OP units                           | 2,598                   | 2,329    | 1,222      |
| Preferred return to Series A-3 preferred OP units                           | 166                     | —        | —          |
| Amounts attributable to noncontrolling interests                            | 718                     | (318 )   | (671 )     |
| Depreciation and amortization   | 111,083                 | 90,577   | 75,479     |
| Asset impairment charge   | —                       | —        | 1,382      |
| Gain on disposition of assets   | (7,592 )                | (5,137 ) | (2,635 )   |
| Funds from operations ("FFO")   | \$117,583               | \$92,409 | \$73,691   |
| Adjustments:  |                         |          |            |
| State income tax adjustment <sup>(1)</sup>                                  | —                       | —        | (407 )     |
| Acquisition related costs   | 3,928                   | 4,296    | 1,971      |
| FFO excluding certain items   | \$121,511               | \$96,705 | \$75,255   |
| Weighted average common shares outstanding:                                 | 34,228                  | 26,970   | 21,147     |
| Add:  |                         |          |            |
| Common OP Units   | 2,069                   | 2,071    | 2,075      |
| Restricted stock  | 504                     | 285      | 235        |
| Common stock issuable upon conversion of Series A-1 preferred OP units      | 1,111                   | 1,111    | 580        |
| Common stock issuable upon conversion of Series A-3 preferred OP units      | 67                      | —        | —          |
| Common stock issuable upon conversion of stock options                      | 15                      | 17       | 16         |
| Weighted average common shares outstanding - fully diluted                  | 37,994                  | 30,454   | 24,053     |
| FFO per share - fully diluted   | \$3.11                  | \$3.05   | \$3.06     |
| FFO per share excluding certain items - fully diluted                       | \$3.22                  | \$3.19   | \$3.13     |

(1) The state income tax adjustment for the period ended December 31, 2011 represents the reversal of the corporate and business tax expense previously excluded from FFO in a prior period.

SUN COMMUNITIES, INC.

## LIQUIDITY AND CAPITAL RESOURCES

Our principal liquidity demands have historically been, and are expected to continue to be, distributions to our 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.

Subject to market conditions, we intend to continue to look for opportunities to expand our development pipeline and acquire existing communities. We also intend to continue to strengthen our capital and liquidity positions by continuing to focus on our core fundamentals, which are generating positive cash flows from operations, maintaining appropriate debt levels and leverage ratios, and controlling overhead costs. We intend to meet our liquidity requirements through available cash balances, cash flows generated from operations, draws on our secured credit facility, secured debt financing transactions, and the use of debt and equity offerings under our automatic shelf registration statement.

We completed six acquisitions in 2013 in which we acquired 15 properties in total, one MH community and 14 RV communities. See Note 2 to our financial statements for details on the acquisitions and Note 9 to our financial statements for related debt transactions. We will continue to evaluate acquisition opportunities that meet our criteria for acquisition. Should additional investment opportunities arise in 2014, we may finance the acquisitions through secured financing, draws on our credit facilities, the assumption of existing debt on the properties and/or the issuance of certain equity securities.

During the year ended December 31, 2013, we invested \$59.3 million in the acquisition of homes intended for the Rental Program net of proceeds from third party financing from homes sales. Expenditures for 2014 will be dependent upon the condition of the markets for reposessions and new home sales, as well as rental homes. We finance new home purchases with a \$12.0 million floor plan facility. Our ability to purchase homes for sale or rent may be limited by cash received from third party financing of our home sales, available floor plan financing, operating cash flows and working capital available on our secured lines of credit.

Our cash flow activities are summarized as follows (in thousands):

|   | Year Ended December 31, |             |             |
|---|-------------------------|-------------|-------------|
|   | 2013                    | 2012        | 2011        |
| Net Cash Provided by Operating Activities | \$114,683               | \$87,251    | \$63,311    |
| Net Cash Used in Investing Activities     | \$(352,412)             | \$(375,219) | \$(159,328) |
| Net Cash Provided by Financing Activities | \$212,974               | \$311,619   | \$93,454    |

### Operating Activities

Cash and cash equivalents decreased by \$24.8 million from \$29.5 million as of December 31, 2012, to \$4.8 million as of December 31, 2013. Net cash provided by operating activities increased by \$27.4 million from \$87.3 million for the year ended December 31, 2012 to \$114.7 million for the year ended December 31, 2013.

Our net cash flows provided by operating activities from continuing operations may be adversely impacted by, among other things: (a) the market and economic conditions in our current markets generally, and specifically in metropolitan areas of our current markets; (b) lower occupancy and rental rates of our properties; (c) increased operating costs, such as wage and benefit costs, insurance premiums, real estate taxes and utilities, that cannot be passed on to our tenants; (d) decreased sales of manufactured homes and (e) current volatility in economic conditions and the financial markets. See Part I, Item 1A, "Risk Factors" in this 10-K.



Investing Activities

Net cash used in investing activities was \$352.4 million for the year ended December 31, 2013, compared to \$375.2 million for the year ended December 31, 2012. The decrease of \$22.8 million is primarily a result of less cash invested into acquisitions during 2013, partially offset by increased investment in properties, largely due to homes purchased for the Rental Program in recently acquired and expanded communities, costs incurred for the expansion of usable sites in our communities and an investment in a note receivable, which was extinguished in a net cash settlement during the acquisition of the properties upon which the note receivable was attributable to.

## SUN COMMUNITIES, INC.

## Financing Activities

Net cash provided by financing activities was \$213.0 million for the year ended December 31, 2013, compared to \$311.6 million for the year ended December 31, 2012. Cash provided by financing activities in 2012 includes \$82.2 million of cash received from the issuance of Series A Preferred Stock. No such issuance was done in 2013, which accounts for the majority of the \$98.6 million decrease in cash provided by financing activities.

We continually evaluate our debt maturities, and, based on management's current assessment, believe we have viable financing and refinancing alternatives that will not materially adversely impact our expected financial results. We continue to pursue borrowing opportunities with a variety of different lending institutions and have noticed that, although pricing and loan-to-value ratios remain dependent on specific deal terms, spreads for non-recourse mortgage financing are compressing and loan-to-value ratios are gradually increasing from levels a year ago. The unsecured debt markets are functioning well and credit spreads are at manageable levels. We continue to assess our debt maturities and financing needs in 2014 and beyond to try to best position the Company if current credit market conditions change.

## Financial Flexibility

In May 2013, we entered into a credit agreement with Citibank, N.A. and certain other lenders consisting of a \$350.0 million senior secured revolving credit facility (the "Facility"), subject to certain borrowing base calculations, and a built in accordion allowing for up to \$250.0 million in additional borrowings. The Facility replaced our \$150.0 million senior secured revolving credit facility, which was scheduled to mature on October 1, 2014. As of December 31, 2013, we had an outstanding balance of \$178.1 million on the Facility. We did not have an outstanding balance on the Facility as of December 31, 2012. Borrowings under the Facility bear a floating interest rate based on Eurodollar plus a margin that is determined based on our leverage ratio calculated in accordance with the Facility agreement, which can range from 1.65% to 2.90%. During 2013, the highest balance on the Facility was \$178.1 million, and the highest balance on the previous senior secured revolving credit facility was \$110.2 million. The borrowings under the Facility mature May 15, 2017, which can be extended for one additional year at our option, subject to the satisfaction of certain conditions as defined in the credit agreement. Although the Facility is a committed facility, the financial failure of one or more of the participating financial institutions may reduce the amount of available credit for use by us.

Our Facility provides us with the ability to issue letters of credit. Our issuance of letters of credit does not increase our borrowings outstanding under our line of credit, but it does reduce the borrowing amount available. At December 31, 2013, we had outstanding letters of credit to back standby letters of credit totaling approximately \$2.7 million, leaving approximately \$169.2 million available under the Facility.

Pursuant to the terms of the Facility, we are subject to various financial and other covenants. We are currently in compliance with these covenants. The most restrictive financial covenants for the Facility are as follows:

| Covenant                            | Must Be    | As of 12/31/13 |
|-------------------------------------|------------|----------------|
| Maximum Leverage Ratio              | <68.5%     | 46.6%          |
| Minimum Fixed Charge Coverage Ratio | >1.40      | 2.19           |
| Minimum Tangible Net Worth          | >\$850,141 | \$1,123,878    |
| Maximum Dividend Payout Ratio       | <95.0%     | 72.2%          |

## Market and Economic Conditions

While the U.S. continues to see moderate signs of recovery including improvements in job growth, motor vehicle sales and the housing market, the improvements are somewhat inconsistent. The Federal Reserve's tapering of

monetary stimulus which began in December 2013, and which has long suppressed long term interest rates, brings the risk of rising interest rates to the forefront which could move investor sentiment away from the real estate sector. The change in monetary policy could also be perceived as the precursor to real economic improvement which could bode well for real estate operations. Rising interest rates in the U.S as well as the slowing of quantitative easing by the Federal Reserve has also had a significant impact on global economies which were are also challenged by political and financial instability. Continued economic uncertainty, both nationally and internationally, causes increased volatility in investor confidence thereby creating similar volatility in the availability of both debt and equity capital. If such volatility is experienced in future periods, our industry, business and results of operations may be adversely impacted.

## SUN COMMUNITIES, INC.

We anticipate meeting our long-term liquidity requirements, such as scheduled debt maturities, large property acquisitions, and Operating Partnership unit redemptions through the issuance of certain debt or equity securities and/or the collateralization of our properties. At December 31, 2013, we had 75 unencumbered properties with an estimated market value of \$676.1 million, 58 of these properties support the borrowing base for our \$350.0 million secured line of credit. From time to time, we may also issue shares of our capital stock, issue equity units in our Operating Partnership, obtain debt financing, or sell selected assets. Our ability to finance our long-term liquidity requirements in such a 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, our financial condition, the operating history of the properties, the state of the debt and equity markets, and the general national, regional, and local economic conditions. When it becomes necessary for us to approach the credit markets, the volatility in those markets could make borrowing more difficult to secure, more expensive, or effectively unavailable. See “Risk Factors” in Part I, Item 1A. If we are unable to obtain additional debt or equity financing on acceptable terms, our business, results of operations and financial condition would be adversely impacted.

## Contractual Cash Obligations

Our primary long-term liquidity needs are principal payments on outstanding indebtedness. As of December 31, 2013, our outstanding contractual obligations, including interest expense, were as follows:

| Contractual Cash Obligations                               | Total Due   | Payments Due By Period<br>(In thousands) |           |           |               |
|--|-------------|--|-----------|-----------|---------------|
|  |             | <1 year                                  | 1-3 years | 3-5 years | After 5 years |
| Collateralized term loans - CMBS <sup>(1)</sup>            | \$643,172   | \$6,639                                  | \$271,122 | \$48,967  | \$316,444     |
| Collateralized term loans - FNMA                           | 366,019     | 5,178                                    | 62,998    | 10,991    | 286,852       |
| Aspen preferred OP Units and Series B-3 preferred OP Units | 47,022      | 11,240                                   | —         | —         | 35,782        |
| Lines of credit  | 181,383     | 3,283                                    | —         | 178,100   | —             |
| Secured borrowing  | 110,510     | 4,871                                    | 11,358    | 13,562    | 80,719        |
| Mortgage notes, other <sup>(2)</sup>                       | 143,343     | 14,986                                   | 33,050    | 21,601    | 73,706        |
| Total principal payments                                   | 1,491,449   | 46,197                                   | 378,528   | 273,221   | 793,503       |
| Interest expense <sup>(3)</sup>                            | 362,504     | 61,272                                   | 108,816   | 71,742    | 120,674       |
| Operating leases   | 2,511       | 918                                      | 1,593     | —         | —             |
| Total contractual obligations                              | \$1,856,464 | \$108,387                                | \$488,937 | \$344,963 | \$914,177     |

<sup>(1)</sup> Our contractual cash obligation related to our Collateralized term loans - CMBS excludes a \$1.7 million premium.

<sup>(2)</sup> Our contractual cash obligation related to our Mortgage notes, other excludes a \$0.3 million discount.

<sup>(3)</sup> Our contractual cash obligation related to interest expense is calculated based on the current debt levels, rates and maturities as of December 31, 2013 (excluding secured borrowings), and actual payments required in future periods may be different than the amounts included above.

As of December 31, 2013, our net debt to enterprise value approximated 45.8% (assuming conversion of all common OP units, A-1 preferred OP units and A-3 preferred OP units to shares of common stock). Our debt has a weighted average maturity of approximately 6.8 years and a weighted average interest rate of 5.0%.

Capital expenditures for the year ended December 31, 2013 and 2012 included recurring capital expenditures of \$14.0 million and \$9.1 million, respectively. We are committed to the continued upkeep of our properties and therefore do not expect a significant decline in our recurring capital expenditures during 2014.



SUN COMMUNITIES, INC.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations discuss our consolidated financial statements, which have been prepared in accordance with GAAP. 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 estimate 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 critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of our consolidated financial statements:

### Investment Property

Investment property is recorded at cost, less accumulated depreciation. We review the carrying value of long-lived assets to be held and used for impairment quarterly or whenever events or changes in circumstances indicate a possible impairment. Circumstances that may prompt a test of recoverability may include a significant decrease in the 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. An impairment loss is recognized when a long-lived asset's carrying value is not recoverable and exceeds estimated fair value. We estimate the fair value of our long-lived assets based on future cash flows and any potential disposition proceeds for a given asset. Forecasting cash flows requires management to make estimates and assumptions about such variables as the estimated holding period, rental rates, occupancy, development and operating expenses during the holding period, as well as disposition proceeds. Management uses its best judgment when developing these estimates and assumptions, but the development of the projected future cash flows is based on subjective variables. Future events could occur which would cause us to conclude that impairment indicators exist, and significant adverse changes in national, regional, or local market conditions or trends may cause us to change the estimates and assumptions used in our impairment analysis. The results of an impairment analysis could be material to our financial statements.

### Capitalized Costs

We capitalize certain costs incurred in connection with the development, redevelopment, capital enhancement and leasing of our 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 our 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 our computer systems are capitalized and amortized over the estimated useful lives of the related software and hardware. Costs incurred to obtain new financing are capitalized and amortized over the terms of the related loan agreement using the straight-line method (which approximates the effective interest method).

### Notes and Other Receivables

We make financing available to purchasers of manufactured homes generally located in our communities. The notes are collateralized by the underlying manufactured home sold. Notes receivable include both installment loans

purchased by the Company as well as transferred loans that have not met the requirements for sale accounting which are presented herein as collateralized receivables (See Note 5 to our financial statements for additional information). For purposes of accounting policy, all notes receivable are considered one homogeneous segment, as the notes are typically underwritten using the same requirements and terms. Notes receivable are reported at their outstanding unpaid principal balance adjusted for an allowance for loan loss. Interest income is accrued based upon the unpaid principal balance of the loans.

Past due status of our notes receivable is determined based upon the contractual terms of the note. When a note receivable becomes 60 days delinquent, we stop accruing interest on the note receivable. The interest on nonaccrual loans is accounted for on the cash basis until qualifying for return to accrual. Loans are returned to accrual when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. Loans on a nonaccrual status were immaterial at December 31, 2013 and 2012. The ability to collect our notes receivable is measured based on current and historical information and events. We consider numerous factors including: length of delinquency, estimated costs to lease or sell, and repossession history. Our

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experience supports a high recovery rate for notes receivable; however there is some degree of uncertainty about the recoverability of our investment in these notes receivable. We are generally able to recover our recorded investment in uncollectible notes receivable by repossessing the homes on the notes retained by us and repurchasing the homes on the collateralized receivables, and subsequently selling or leasing these homes to potential residents in our communities. We have established a loan loss reserve based on our estimated unrecoverable costs associated with repossessed/repurchased homes. We estimate our unrecoverable costs to be the repurchase price of the home collateralizing the note receivable plus repair and remarketing costs in excess of the estimated selling price of the home being repossessed. A historical average of this excess cost is calculated based on prior repossessions/repurchases and is applied to our estimated annual future repossessions to create the allowance for both installment and collateralized notes receivable. See Note 5 to our financial statements for additional information.

We evaluate the collectability of a loan based on our ability to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. We generally see that if the obligor is delinquent on the loan they are also delinquent on site rent. If the scheduled payment is delinquent more than five to seven days, dependent on state law, we begin the repossession and eviction process simultaneously. This process generally takes 30 to 45 days; due to the short time frame from delinquent loan to repossession we do not evaluate the notes receivables for impairments. No loans were considered impaired as of December 31, 2013 and 2012.

We evaluate the credit quality of our notes receivable at the inception of the receivable. We consider the following factors in order to determine the credit quality of the applicant - rental payment history; home debt to income ratio; loan value to the collateralized asset; total debt to income ratio; length of employment; previous landlord references; and FICO scores.

Other receivables are generally comprised of amounts due from residents for rent and related charges, home sale proceeds receivable from sales near year end and various other miscellaneous receivables. Accounts receivable from residents are typically due within 30 days and stated at amounts due from residents net of an allowance for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. We evaluate the recoverability of our 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 we believe that collection is less than probable, which is generally after a resident balance reaches 60 to 90 days past due.

### 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 are generally for one year terms but may range from month-to-month to two years and are renewable by mutual agreement from us 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. Interest income on notes receivable is recorded on a level yield basis over the life of the notes. We report certain taxes collected from the resident and remitted to taxing authorities in revenue. These taxes include certain Florida property and fire taxes.

Refer to Note 1 to our consolidated financial statements for additional information on certain critical accounting policies and estimate.

### Impact of New Accounting Standards

See Note 18 to our financial statements, "Recent Accounting Pronouncements", within this Form 10-K.



Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements with any unconsolidated entities that it believes have or are reasonably likely to have a material effect on its financial condition, results of operations, liquidity or capital resources.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our principal market risk exposure is interest rate risk. We mitigate 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. Our primary strategy in entering into derivative contracts is to minimize the variability interest rate changes could have on our future cash flows. We generally employ derivative instruments that effectively convert a portion of our variable rate debt to fixed rate debt. We do not enter into derivative instruments for speculative purposes.

We have three derivative contracts consisting of one interest rate swap agreement with a notional amount of \$20.0 million, and two interest rate cap agreements with a total notional amount of \$162.4 million as of December 31, 2013. The swap agreement fixed \$20.0 million of variable rate borrowings at 4.02% through January 2014. The first interest rate cap agreement has a cap rate of 11.27%, a notional amount of \$152.4 million, and a termination date of April 2015. The second interest rate cap agreement has a cap rate of 11.02%, a notional amount of \$10.0 million and a termination date of October 2016.

Our remaining variable rate debt totals \$344.0 million and \$222.5 million as of December 31, 2013 and 2012, respectively, which bear interest at prime or various LIBOR rates. If prime or LIBOR increased or decreased by 1.0% during the year ended December 31, 2013 and 2012, we believe our interest expense would have increased or decreased by approximately \$2.4 million and \$2.4 million based on the \$235.9 million and \$237.8 million average balances outstanding under our variable rate debt facilities for the years ended December 31, 2013 and 2012, respectively.

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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

None.

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## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining disclosure controls and procedures as defined in the rules promulgated under the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer, Gary A. Shiffman, and Chief Financial Officer, Karen J. Dearing, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2013. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2013, to ensure that information we are required to disclose in filings with the SEC 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 us in the reports that we file under the Exchange Act is accumulated and communicated to our 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, we have included a report of management's assessment of the design and effectiveness of our internal controls as part of this Form 10-K for the fiscal year ended December 31, 2013. Our 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 our 2013 financial statements under the captions entitled "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm".

### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarterly period ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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ITEM 9B. OTHER INFORMATION

None.

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### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

##### Board of Directors and Committees

At the Company's Annual Meeting of Shareholders held July 23, 2013, the Company's shareholders approved Articles of Amendment to our Amended and Restated Articles of Incorporation, as amended and supplemented, under which the classification of our Board of Directors ("the Board") was eliminated and all directors will be elected annually for one-year terms beginning at our 2014 annual shareholders meeting.

The Board meets quarterly, or more often as necessary. The Board met five times during 2013 and took various actions pursuant to resolutions adopted by unanimous written consent. All directors attended at least 75% of the meetings of the Board and each committee on which they served. Except for Messrs. Paul D. Lapides and Ronald L. Piasecki, all of our board members attended the 2013 annual meeting.

Effective January 1, 2014, the Board increased the number of members of the Board from seven to eight as permitted under our bylaws and appointed Brian M. Hermelin to serve as a director of the Company until our 2014 annual shareholders meeting and until his successor is elected and qualifies. In addition, Mr. Hermelin has been appointed to the Audit Committee and Executive Committee of the Board, and has been designated as an audit committee financial expert.

Several important functions of the Board may be performed by committees that are comprised of members of the Board. Our 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, a Nominating and Corporate Governance Committee, and an Executive Committee. You may find copies of the charters of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Executive Committee under the "Investors-Officers and Directors" section of our website at [www.suncommunities.com](http://www.suncommunities.com). You may also find a copy of our corporate governance guidelines and our code of business conduct and ethics under the "Investors-Officers and Directors" section of our website at [www.suncommunities.com](http://www.suncommunities.com). All of the committee charters, our corporate governance guidelines and our code of business conduct and ethics are available in print to any shareholder who requests them.

The Audit Committee operates pursuant to a fourth amended and restated charter that was approved by the Board in April 2013, and is reviewed annually. It is available under the "Investors-Officers and Directors" section of our website at [www.suncommunities.com](http://www.suncommunities.com). The Audit Committee, among other functions, (i) has the sole authority to appoint, retain, terminate and determine the compensation of our independent accountants, (ii) reviews with our independent accountants the scope and results of the audit engagement, (iii) approves professional services provided by our independent accountants, (iv) reviews the independence of our independent accountants, and (v) directs and controls our internal audit functions. The current members of the Audit Committee are Messrs. Robert H. Naftaly, Clunet R. Lewis (Chairman), Brian M. Hermelin and Ms. Stephanie W. Bergeron, all of whom are "independent" as that term is defined in the rules of the SEC and applicable rules of the NYSE. The Audit Committee held four formal meetings during the year ended December 31, 2013. The Board has determined that each member of the Audit Committee is an "audit committee financial expert", as defined by SEC rules.

The Compensation Committee operates pursuant to a charter that was approved by the Board in March 2004. A copy of the Compensation Committee Charter is available under the "Investors-Officers and Directors" section of our website at [www.suncommunities.com](http://www.suncommunities.com). The Compensation Committee, among other functions, (i) reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer and such other executive officers as may be designated by the Chief Executive Officer, evaluates the performance of such officers in light of such goals and objectives, and determines and approves the compensation of such officers based on these evaluations,

(ii) approves the compensation of our other executive officers, (iii) recommends to the Board for approval the compensation of the non-employee directors and (iv) oversees our incentive-compensation plans and equity-based plans. The current members of the Compensation Committee are Messrs. Robert H. Naftaly (Chairman), Clunet R. Lewis and Paul D. Lapidés, all of whom are independent directors under the NYSE rules. During the year ended December 31, 2013, the Compensation Committee held two formal meetings and took various actions by unanimous written consent (see “Report of the Compensation Committee on Executive Compensation”).

The Nominating and Corporate Governance Committee (the “NCG Committee”) operates pursuant to a charter that was approved by the Board in March 2004. A copy of the NCG Committee Charter is available under the “Investors-Officers and Directors” section of our website at [www.suncommunities.com](http://www.suncommunities.com). The NCG Committee, among other functions, is responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending that the Board

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select the committee-recommended nominees for election at each annual meeting of shareholders, (iii) developing and recommending to the Board a set of corporate governance guidelines applicable to us, and (iv) periodically reviewing such guidelines and recommending any changes, and overseeing the evaluation of the Board. The current members of the NCG Committee are Messrs. Paul D. Lapidès (Chairman), Clunet R. Lewis and Ronald L. Piasecki, all of whom are independent under the NYSE rules. The NCG Committee held one formal meeting during the year ended December 31, 2013. The NCG Committee considers diversity and skills in identifying nominees for service on our Board. Regarding diversity, the NCG Committee considers the entirety of the board and a wide range of economic, social and ethnic backgrounds and does not nominate representational directors from any specific group.

The Executive Committee operates pursuant to a charter that was approved by the Board in January 2014. The Executive Committee was established to generally manage our day-to-day business and affairs between regular Board meetings. The Executive Committee has specific authority to approve any and all acquisitions and/or financings (including refinancings of existing debt) by us or our subsidiaries up to a maximum purchase price or loan amount of \$50 million per transaction. 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 our charter; (ii) amend our 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 our property and assets; (v) recommend to the shareholders our dissolution 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 distributions or authorize the issuance of our stock; (ix) approve or take any action with respect to any related party transaction involving us; or (x) take any other action which is forbidden by our bylaws or charter. 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. Gary A. Shiffman, Arthur A. Weiss and Brian M. Hermelin. The Executive Committee did not hold any formal meetings during the year ended December 31, 2013.

The Board oversees and implements its risk management function several different ways. Specifically, the Audit Committee discusses our risk assessment and risk management policies with the Chief Financial Officer and other accounting staff, our internal auditor and our independent accountants in conjunction with its review of our financial statements as they deem necessary. In addition, the Board discusses the general risks facing us, the risk factors disclosed in our annual and period reports and our risk management policies with our executive management team from time to time throughout the year. In the event that a specific risk is identified, the Board or the Audit Committee directs management to assess, evaluate and provide remedial recommendations to the Board or the Audit Committee.

#### Independence of Non-Employee Directors

The NYSE rules require that a majority of the Board consist of members who are independent. There are different measures of director independence— independence under NYSE rules, under Section 16 of the Exchange Act and under Section 162(m) of the Code. The Board has reviewed information about each of our non-employee directors and determined that Ms. Stephanie W. Bergeron and Messrs. Paul D. Lapidès, Clunet R. Lewis, Robert H. Naftaly, Ronald L. Piasecki and Brian M. Hermelin are independent directors. The independent directors meet on a regular basis in executive sessions without management participation. In 2013, the executive sessions occurred after some of the regularly scheduled meetings of the entire Board and may occur at such other times as the independent directors deem appropriate or necessary. The Board appoints a lead director on an annual basis to serve for a term of one year. Clunet R. Lewis is currently serving as lead director. The lead director calls and presides at the executive sessions of our independent directors, acts as a liaison between our management team and the Board and is responsible for identifying, analyzing and making recommendations to the Board with respect to certain strategic and extraordinary matters.



Consideration of Director Nominees

Board Membership Criteria

The Board of Directors has established criteria for Board membership. These criteria include the following specific, minimum qualifications that the NCG Committee believes must be met by an NCG Committee-recommended nominee for a position on the Board:

• The candidate must have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing;

• The candidate must be highly accomplished in his or her field, with superior credentials and recognition;

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• The candidate must be well regarded in the community and must have a long-term reputation for high ethical and moral standards;

• The candidate must have sufficient time and availability to devote to our affairs, particularly in light of the number of boards on which the nominee may serve; and

- The candidate's principal business or occupation must not be such as to place the candidate in competition with us or conflict with the discharge of a director's responsibilities to us or to our shareholders.

In addition to the minimum qualifications for each nominee set forth above, the NCG Committee will recommend director candidates to the full Board for nomination, or present director candidates to the full Board for consideration, to help ensure that:

• A majority of the Board of Directors shall be "independent" as defined by the NYSE rules;

• Each of its Audit, Compensation and NCG Committees shall be comprised entirely of independent directors; and

• At least one member of the Audit Committee shall have such experience, education and qualifications necessary to qualify as an "audit committee financial expert" as defined by the rules of the SEC.

#### Consideration of Shareholder Nominated Directors

The NCG Committee's current policy is to review and consider any director candidates who have been recommended by shareholders in compliance with the procedures established from time to time by the NCG Committee. All shareholder recommendations for director candidates must be submitted in writing to our Secretary at Sun Communities, Inc., 27777 Franklin Road, Suite 200, Southfield, MI 48034, who will forward all recommendations to the NCG Committee. All shareholder recommendations for director candidates for election at the 2015 annual meeting of shareholders must be submitted to our Secretary not earlier than the 120<sup>th</sup> day and not later than the 90<sup>th</sup> day prior to the first anniversary of the 2014 annual meeting provided, however, that if the 2015 annual meeting is more than 30 days earlier or later than the first anniversary of the 2014 annual meeting, notice by the shareholder must be delivered not earlier than the 120<sup>th</sup> day and not later than the 90<sup>th</sup> day prior to the date of the 2015 annual meeting or, if the first public announcement of the date of the 2015 annual meeting is less than 100 days prior to the date of the 2014 annual meeting, the tenth day following the day on which public announcement of the date of the 2015 annual meeting is first made by us. All shareholder recommendations for director candidates must include the following information:

• The shareholder's name, address, number of shares owned, length of period held and proof of ownership;

The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the proposed director candidate;

• A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership as approved by the Board from time to time;

• A description of all arrangements or understandings between the shareholder and the proposed director candidate;

• The consent of the proposed director candidate (1) to be named in the proxy statement relating to our annual meeting of stockholders and (2) to serve as a director if elected at such annual meeting; and

Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

#### Identifying and Evaluating Nominees

The NCG Committee may solicit recommendations for director nominees from any or all of the following sources: non-management directors, executive officers, third-party search firms or any other source it deems appropriate. The NCG Committee will review and evaluate the qualifications of any proposed director candidate that it is considering or has been recommended to it by a shareholder in compliance with the NCG Committee's procedures for that purpose, and conduct inquiries it deems appropriate into the background of these proposed director candidates. When nominating a sitting director for re-election, the NCG Committee will consider the director's performance on the Board and the director's qualifications in respect to the criteria set forth above.

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Other than circumstances in which we are legally required by contract or otherwise to provide third parties with the ability to nominate directors, the NCG Committee will evaluate all proposed director candidates based on the same criteria and in substantially the same manner, with no regard to the source of the initial recommendation of the proposed director candidate.

## Board of Directors

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

| Name                             | Age | Office   |
|----------------------------------|-----|--|
| Gary A. Shiffman                 | 59  | Chairman, Chief Executive Officer and Director |
| Stephanie W. Bergeron            | 60  | Director                                       |
| Paul D. Lapidés                  | 59  | Director                                       |
| Clunet R. Lewis                  | 67  | Director                                       |
| Robert H. Naftaly                | 75  | Director                                       |
| Ronald L. Piasecki               | 74  | Director                                       |
| Arthur A. Weiss                  | 65  | Director                                       |
| Brian M. Hermelin <sup>(1)</sup> | 48  | Director                                       |

<sup>(1)</sup> Mr. Hermelin was appointed effective January 1, 2014.

Gary A. Shiffman is our Chairman and Chief Executive Officer and has been an executive officer since our inception. He is a member of our Executive Committee. He has been actively involved in the management, acquisition, construction and development of MH communities and has developed an extensive network of industry relationships over the past twenty years. He has overseen the acquisition, rezoning, development and marketing of numerous manufactured home expansion projects, as well as other types of income producing real estate. Additionally, Mr. Shiffman has significant direct holdings in various real estate asset classes, which include office, multi-family, industrial, residential and retail. Mr. Shiffman is an executive officer and a director of SHS and all of our other corporate subsidiaries. Mr. Shiffman is also a director of Origen.

Stephanie W. Bergeron has been a director since May 2007. She is currently a member of our Audit Committee. Ms. Bergeron, a certified public accountant, also serves as the President and Chief Executive Officer of Walsh College. Additionally, Ms. Bergeron serves as President and Chief Executive Officer of Bluepoint Partners, LLC, a firm providing financial consulting services. From December 1998 to December 2003, Ms. Bergeron served as Vice President and Treasurer and then Senior Vice President-Corporate Financial Operations of The Goodyear Tire & Rubber Company ("Goodyear"). Prior to joining Goodyear, Ms. Bergeron was a Vice President and Assistant Treasurer of DaimlerChrysler Corporation. She has also served on Audit Committees of several publicly traded companies (including as chairman) and a number of not for profit organizations. During her business career, Ms. Bergeron directed staff responsible for accounting, treasury, investor relations and tax matters. Crain's Detroit Business named Bergeron one of its "Most Influential Women" in 1997 and in 2007.

Paul D. Lapidés has been a director since December 1993. He is currently the chairman of our NCG Committee and a member of our Compensation Committee. Mr. Lapidés is Director of the Corporate Governance Center in the Michael J. Coles College of Business at Kennesaw State University, where he is a professor of management and entrepreneurship. Mr. Lapidés is a director of OnBoard, Inc., and a member of the advisory boards of the Newman Real Estate Institute at Baruch College and the National Association of Corporate Directors. Mr. Lapidés has extensive knowledge and experience in the areas of real estate and corporate governance. Mr. Lapidés, a certified public accountant, has been involved in real-estate related activities including the management of a \$3.0 billion national portfolio of income-producing real estate. As a published author or co-author of more than 100 articles and

twelve books, Mr. Lapidès is considered a well-respected authority in management and corporate governance related issues.

Clunet R. Lewis has been a director since December 1993. He is currently the chairman of our Audit Committee, a member of our Compensation Committee and our NCG Committee, and he serves as the Lead Independent Director. Mr. Lewis has also chaired Special Committees of our Independent Directors formed to review and evaluate strategic alternatives. Mr. Lewis is a retired commercial lawyer. While in private practice, Mr. Lewis specialized in mergers and acquisitions, debt financings, issuances of equity and debt securities, and corporate governance and control issues. Mr. Lewis has also served as Board Member, General Counsel, Chief Financial Officer, President, and Managing Director of other public and private companies.

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Robert H. Naftaly has been a director since October 2006. He is currently the chairman of our Compensation Committee and a member of our Audit Committee. Mr. Naftaly is retired as President and Chief Executive Officer of PPOM, an independent operating subsidiary of Blue Cross Blue Shield of Michigan (“BCBSM”) and as Executive Vice President and Chief Operating Officer of BCBSM. Previously, Mr. Naftaly served as Vice President and General Auditor of Detroit Edison Company and was the Director of the Department of Management and Budget for the State of Michigan. He was a managing partner and founder of Geller, Naftaly, Herbach & Shapiro, a certified public accounting firm. In addition, Mr. Naftaly has served as a director of Meadowbrook Insurance Group, Inc. (NYSE:MIG) since 2002 where he is currently the Chairman of the Compensation Committee and a member of the Capital Strategy and Acquisition Committee. Mr. Naftaly previously served as a director of Walsh College, a non-profit institution that offers business and technology degrees and programs and since November 2013 has been a director emeritus of Walsh College. Mr. Naftaly also serves as a director and the chair of the Audit Committee at Talmer Bancorp, Inc. (NASDAQ: TLMR). Mr. Naftaly, a certified public accountant, draws upon a wide experience of board membership and leadership experiences. Mr. Naftaly was appointed by Governor Jennifer Granholm, as Chairperson, State Tax Commission of the State of Michigan in 2002. Mr. Naftaly is a member of the American Institute of Certified Public Accountants and the Michigan Association of Certified Public Accountants. In 2002, he received the Distinguished Achievement Award from the Michigan Association of Certified Public Accountants.

Ronald L. Piasecki has been a director since May 1996, upon completion of our acquisition of twenty-five MH communities (the “Aspen Properties”) owned by affiliates of Aspen Enterprises, Ltd. (“Aspen”). He is currently a member of our NCG Committee. Mr. Piasecki was a director of Aspen Properties, which he co-founded in 1974. From 1974 until its sale to us in 1996, Mr. Piasecki was the managing partner in charge of property financing, legal and accounting relationships, resident relations, lobbying and syndication and sale of registered private equity limited partnership and participating mortgage interests. Prior to our acquisition, Aspen was one of the largest privately-held developers and owners of manufactured housing communities in the U.S. Mr. Piasecki has been involved in real estate development and management since 1968 when he began working in the tax department of the then accounting firm of Lybrand, Ross Brothers and Montgomery in Detroit. Mr. Piasecki then practiced law, specializing in real estate development, syndication and management, until 1980 when he became a full time partner in Aspen. Mr. Piasecki is currently engaged in the financing, development and management of real estate properties.

Arthur A. Weiss has been a director since October 1996. He is a member of our Executive Committee. Since 1976, Mr. Weiss has practiced law with the law firm of Jaffe, Raitt, Heuer & Weiss, Professional Corporation, which represents us in various matters. Mr. Weiss is currently Chairman of the firm and a shareholder of Jaffe, Raitt, Heuer & Weiss, Professional Corporation. Mr. Weiss practices law in the area of business planning, taxation, estate planning and real estate law. Mr. Weiss is a director of several closely-held companies in the real estate industry, steel industry and technology industry and currently serves as a director of Talmer Bancorp, Inc. (NASDAQ: TLMR). Mr. Weiss is also a director and officer of a number of closely held public and private nonprofit corporations, which include the Detroit Symphony Orchestra, where he is on the executive committee, and serves as a treasurer and board member. Mr. Weiss received a MBA in finance and a post graduate LLM degree from New York University in taxation. In addition to being an author and frequent lecturer in the Detroit area, Mr. Weiss previously was an Adjunct Professor of Law at Wayne State University. Mr. Weiss was previously recognized as one of the nation’s Top 100 Attorneys by Worth magazine and has been chosen over the last 10 years as one of the Super Lawyers.

Brian M. Hermelin was appointed, effective January 1, 2014, to serve as a director of the Company until the 2014 annual meeting of shareholders and until his successor is elected and qualifies. He is a member of our Audit Committee and Executive Committee. Mr. Hermelin is the Co-Founder and Managing Partner since 2007 of Rockbridge Growth Equity LLC, a private equity investment firm focusing on companies in the business services, financial services, sports, media and entertainment, and consumer direct marketing industries. He is also a co-founder and General Partner of Detroit Venture Partners, LLC, a venture capital firm based in Detroit, Michigan. From December 2000 to May 2011, Mr. Hermelin served as Chairman and Chief Executive Officer of Active Aero

Group/USA Jet Airlines Inc., an air charter and logistics firm that also operates an air charter service for freight and passenger air transport. In addition, he is the chair of the Audit Committee of Rock Ohio Caesars LLC.

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In addition to each director's qualifications, experience and skills outlined in their biographical data above and the minimum Board qualifications set forth above, our NCG Committee looked for certain attributes in each director nominee and based on these attributes, and the mix of attributes of the other incumbent directors, determined that each director nominee should serve on our Board. The NCG Committee does not require that each director nominee possess all of these attributes but rather that the Board is comprised of directors that, taken together, provide us with a variety and depth of knowledge, judgment and experience necessary to provide effective oversight and vision. These attributes include: (a) significant leadership skills as a chief executive officer and/or relevant board member experience, (b) real estate industry experience, (c) transactional experience, especially within the real estate industry, (d) relevant experience in property operations, (e) financial expertise, and (f) legal or regulatory experience. The following table lists the attributes of each director, as determined by the NCG Committee:

| Director                         | CEO/Board Experience | Real Estate Industry | Transactional Experience | Property Operations | Financial Expertise | Legal / Regulatory |
|----------------------------------|----------------------|----------------------|--------------------------|---------------------|---------------------|--------------------|
| Gary A. Shiffman                 | X                    | X                    | X                        | X                   | X                   |                    |
| Stephanie W. Bergeron            | X                    |                      | X                        |                     | X                   |                    |
| Paul D. Lapidés                  | X                    | X                    | X                        | X                   | X                   | X                  |
| Clunet R. Lewis                  | X                    | X                    | X                        |                     | X                   | X                  |
| Robert H. Naftaly                | X                    |                      | X                        |                     | X                   |                    |
| Ronald L. Piasecki               | X                    | X                    | X                        | X                   | X                   | X                  |
| Arthur A. Weiss                  | X                    | X                    | X                        |                     | X                   | X                  |
| Brian M. Hermelin <sup>(1)</sup> | X                    |                      | X                        |                     | X                   |                    |

<sup>(1)</sup> Mr. Hermelin was appointed effective January 1, 2014.

To the best of our knowledge, as of the date of this Form 10-K, there are no material proceedings to which any director or nominee is currently a party, or has a material interest, adverse to the Company. Except as described below, to the best of our knowledge, during the past ten years: (i) 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 director or nominee, (ii) no director or nominee has been the subject of a or a party to any judicial or administrative proceedings relating to an alleged violation of (a) mail or wire fraud; (b) fraud in connection with any business entity; (c) violations of federal or state securities, commodities, banking or insurance laws and regulations, and (iii) no director or nominee has been the subject of a or a party to any sanction or order of any self-regulatory organization, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

As announced on February 27, 2006, the SEC completed its inquiry regarding the accounting for our SunChamp investment during 2000, 2001 and 2002, and the entry of an agreed-upon Administrative Order (the "Order"). The Order required us to 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 Mr. Shiffman, in his capacity as our Chief Executive Officer, Jeffrey P. Jorissen, our 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. On July 21, 2008, the U.S. District Court for the Eastern District of Michigan approved a settlement whereby the SEC dismissed its civil lawsuit against Mr. Shiffman and our former Controller. The SEC concurrently reached a settlement with Mr. Jorissen.

## Executive Officers

The persons listed below are our executive officers who served during the last completed fiscal year. Each is appointed by, and serves at the pleasure of, the Board.



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| Name               | Age | Office   |
|--------------------|-----|--|
| Gary A. Shiffman   | 59  | Chairman and Chief Executive Officer                                       |
| John B. McLaren    | 43  | President and Chief Operating Officer                                      |
| Karen J. Dearing   | 49  | Executive Vice President, Treasurer, Chief Financial Officer and Secretary |
| Jonathan M. Colman | 58  | Executive Vice President   |

Background information for Gary A. Shiffman is provided above. Background information for the other three current executive officers is set forth below.

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John B. McLaren has been in the manufactured housing industry since 1995. He has served as our President since February 2014 and as our Chief Operating Officer since February 2008. From February 2008 to February 2014, he served as an Executive Vice President of the Company. From August 2005 to February 2008, he was Senior Vice President of SHS with overall responsibility for homes sales and leasing. Prior to that, Mr. McLaren was a Regional Vice President for Apartment Investment & Management Company (“AIMCO”), a Real Estate Investment Trust engaged in leasing apartments. Prior to AIMCO, Mr. McLaren spent approximately three years as Vice President of Leasing & Service for SHS with responsibility for developing and leading our Rental Program.

Karen J. Dearing joined us in October 1998 as the Director of Finance where she worked extensively with accounting and finance matters related to our ground up developments and expansions. Ms. Dearing became our Corporate Controller in 2002, a Senior Vice President in 2006, and Executive Vice President and Chief Financial Officer in February 2008. She is responsible for the overall management of our information technology, accounting and finance departments, and all internal and external financial reporting. Prior to working for us, Ms. Dearing had eight years of experience as the Financial Controller of a privately-owned automotive supplier and five years’ experience as a certified public accountant with Deloitte.

Jonathan M. Colman joined us in 1994 as Vice President-Acquisitions and became a Senior Vice President in 1995 and an Executive Vice President in March 2003. A certified public accountant, Mr. Colman has over twenty 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 \$90.0 million in public limited partnerships in the late 1980s. Mr. Colman is also a Vice President of all of our corporate subsidiaries.

To the best of our knowledge, as of the date of this Form 10-K, there are no material proceedings to which any executive officer is currently a party, or has a material interest, adverse to us. To the best of our knowledge, except with respect to Mr. Shiffman (as described above), during the past ten years: (i) 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, (ii) no executive officer has been the subject of a or a party to any judicial or administrative proceedings relating to an alleged violation of (a) mail or wire fraud; (b) fraud in connection with any business entity; or (c) violations of federal or state securities, commodities, banking or insurance laws and regulations, and (iii) no any executive officer has been the subject of a or a party to any sanction or order of any self-regulatory organization, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires our directors, executive officers and beneficial owners of more than 10% of our capital stock to file reports of ownership and changes of ownership with the SEC and the NYSE. Based solely on our review of the copies of such reports received by us, and written representations from certain reporting persons, we believe, that, during the year ended December 31, 2013, our directors, executive officers and beneficial owners of more than 10% of our common stock have complied with all filing requirements applicable to them, except that Mr. Arthur A. Weiss failed to timely file one report disclosing the sale of 1,368 shares of common stock by a trust of which he is a co-trustee.

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## ITEM 11. EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Compensation Committee Composition and Charter

The Compensation Committee assists the Board in fulfilling its responsibilities for determining the compensation offered to our executive officers. The Compensation Committee, among other functions:

- consults with executive management in developing a compensation philosophy;
- reviews and approves the goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers ensuring those goals are aligned with our short and long-term objectives;
- reviews and approves salary, annual and long-term incentive compensation performance objectives and payments for the executive officers;
- evaluates the performance of the executives in light of the goals and objectives of our executive compensation plans and establishes future compensation levels based upon this evaluation;
- reviews and approves grants and awards to the executive officers and other participants under our equity based compensation plans; and
- reviews and approves any employment agreements and severance agreements to be made with any existing or prospective executive officer.

The Compensation Committee has the authority to retain and terminate independent, third-party compensation consultants and to obtain independent advice and assistance from internal and external legal, accounting and other advisors. The Compensation Committee did not engage a compensation consultant firm for 2013 compensation year. Each member of the Compensation Committee is independent under NYSE rules. A copy of the Compensation Committee Charter is available under the “Investors-Officers and Directors” section of our website at [www.suncommunities.com](http://www.suncommunities.com).

In late 2010, the Compensation Committee engaged FPL Associates (“FPL”), a nationally recognized consulting firm specializing in the real estate industry, to: (1) assist the Compensation Committee with identifying a peer group; (2) assess the overall framework of our executive compensation program; (3) assess the compensation levels compared to the selected peer group; and (4) provide guidance and recommendations in establishing the overall compensation structure and individual compensation opportunities that were in place during 2010 and those established for 2011. The compensation of our Chief Executive Officer, Chief Financial Officer and Chief Operating Officer were reviewed and compared to a Public REIT Peer Group (the “Peer Group”) generally comparable to Sun in terms of asset class, size and/or geography. The Peer Group contained the following companies:

Associated Realty Corporation  
Colonial Properties Trust  
EastGroup Properties, Inc.  
Equity LifeStyle Properties, Inc.  
Glimcher Realty Trust  
Home Properties, Inc.  
Mid-America Apartment Communities, Inc.

Post Properties, Inc.  
Ramco-Gershenson Properties Trust  
UMH Properties, Inc.

The compensation data for each company was reviewed over a three-year period and compared to our compensation data for the same period. Each compensation component and total compensation of our three officers generally ranked between the 25th percentile to median of the total compensation levels of the Peer Group. The Compensation Committee believed this to be an appropriate level of compensation, although the Compensation Committee does not set a specific target level of compensation for our officers in relation to peers. As part of the review, FPL and the Compensation Committee discussed long-term equity plans with multi-year performance components including the types of programs being utilized in the marketplace, an analysis of all the peer long-term incentive plans, and key considerations with regards to such a plan for us. The Compensation Committee evaluated

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## SUN COMMUNITIES, INC.

the possibility of adding a long-term equity plan with multi-year performance metrics as a component of our compensation program in future years. FPL has not provided any other services to us.

### Compensation Philosophy and Objectives

The goals and objectives of our executive compensation program are to attract and retain a skilled executive team to manage, lead and direct our personnel and capital to obtain the best possible economic results.

The executive compensation program supports our commitment to providing superior shareholder value. This program is designed to:

- attract, retain and reward executives who have the motivation, experience and skills necessary to lead us effectively and encourage them to make career commitments to us;

- base executive compensation levels on our overall financial and operational performance and the individual contribution of an executive officer to our success;

- create a link between the performance of our stock and executive compensation; and

- position executive compensation levels to be competitive with other similarly situated public companies including the real estate industry in general and manufactured housing REITs in particular.

Annual salary and incentive awards are intended to be competitive in the marketplace to attract and retain executives. Stock options and restricted stock awards are intended to provide longer-term motivation which has the effect of linking stock price performance to executive compensation. Restricted stock is also intended to provide post-retirement financial security in lieu of other forms of more costly supplemental retirement programs. We have not implemented any policies related to stock ownership guidelines for our executive management or for members of the Board.

### Role of Executive Officers in Compensation Decisions

The Compensation Committee makes all decisions regarding the compensation of executive officers, including cash-based and equity-based incentive compensation programs. The Compensation Committee reviews the performance, and determines the annual incentive compensation, of the Chief Executive Officer. The Compensation Committee and the Chief Executive Officer annually review the performance metrics of the short and long-term performance plans and the performance of the other executive officers. The conclusions reached and recommendations based on the reviews of the other executive officers, including with respect to annual incentive and equity award amounts, are presented by the Chief Executive Officer to the Compensation Committee, which can exercise its discretion in modifying any recommended incentive or equity awards. From time to time, the Compensation Committee may request our Senior Vice President of Human Resources or Chief Financial Officer to collect publicly available information on compensation levels and programs for executives. In addition, our Chief Financial Officer analyzes implications of various executive compensation awards or plan designs.

### Compensation Components and Processes

In order to implement our executive compensation philosophy, the Compensation Committee exercises its independent discretion in reviewing and approving the executive compensation program as a whole, as well as specific compensation levels for each executive officer. Final aggregate compensation determinations for each fiscal year are generally made after the end of the fiscal year, after financial statements for such year become available. At

that time, the Compensation Committee determines the annual incentive award, if any, for the past year's performance, sets base salaries for those executive officers whose base salaries are not bound by employment agreements for the following fiscal year and makes awards of equity-based compensation, if any. Prior to the engagement of FPL in late 2010, the Compensation Committee did not formally benchmark executive compensation but did, on occasion, review salary and compensation information for companies with comparable market capitalization, number of employees and business sectors as published in the National Association of Real Estate Investment Trusts Compensation Survey (the "NAREIT Survey") and various other compensation studies and surveys. The Compensation Committee used this information to gain a general understanding of current compensation practices and guidelines and did not tie its compensation decisions to any particular target or level of compensation noted in the NAREIT Survey or other surveys. The Compensation Committee considers (a) internal equity among executive officers, (b) market data for the positions held by these executives, (c) each executive's duties, responsibilities, and experience level, (d) each executive's performance and contribution to our success, and (e) cost to us when determining levels of compensation.

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The Compensation Committee also considered the results of the advisory vote by shareholders on executive compensation, or the "say-on-pay" proposal, presented to shareholders at our July 23, 2013 Annual Meeting. As reported in our Form 8-K, filed with the SEC on July 29, 2013, approximately 98% of the shares that voted on the say-on-pay proposal approved our 2012 executive compensation. Based on the votes from our 2013 Annual Meeting, we will continue to offer an annual non-binding advisory vote on the executive compensation. Accordingly, the Compensation Committee made no direct changes to the Company's executive compensation program as a result of the say-on-pay vote and our executive compensation program for the year ended December 31, 2013 continued to focus on the factors and objectives described above.

The key components of executive officer compensation are base salary, annual incentive awards, and long-term equity incentive awards. Base salary is generally based on factors such as an individual officer's level of responsibility, prior years' compensation, comparison to compensation of other officers, and compensation provided at competitive companies and companies of similar size.

Annual incentive awards are cash bonuses that motivate the executive officers to maximize our annual operating and financial performance and reward participants based on annual performance. The Compensation Committee annually reviews the performance measures for determining award levels which include individual performance, our performance against budget and growth in FFO and CNOI, in each case as measured against targets established by the Compensation Committee. A definition of FFO and NOI is included under the heading "Supplemental Measures" in Item 7 of this Form 10-K, and CNOI is described further below. The Compensation Committee, in its sole discretion, may make adjustments to the NAREIT definition of FFO in determining FFO performance targets and achievement. The specific performance measures of the 2013 annual incentive award plan are further enumerated below.

Long-term equity incentive awards are provided to the executive officers in order to increase their personal stake in our success and motivate them to enhance our long-term value while better aligning their interests with those of other shareholders. Equity awards are generally awarded in the form of restricted stock although stock options are utilized from time to time. The value of the restricted shares awarded is the price of a share of our stock as of the close of business on the grant date. On an annual basis the Compensation Committee reviews and approves the equity incentives to be issued to each of the executive officers for the prior year's performance. There is no established target for long-term equity incentive awards for any of the executive officers either as a dollar value or percentage of their total compensation. Rather, the Compensation Committee reviews this component of each executive officer's total compensation on an annual basis. As such, during the year ended December 31, 2013, the Compensation Committee awarded 290,000, 15,000, 3,000 and 15,000 shares of restricted stock to Messrs. Shiffman, McLaren, Colman and Ms. Dearing, respectively. In February 2014, a grant of 8,000 shares of restricted stock was awarded to Mr. Colman. Restricted stock awards generally begin to vest after three to four years from the date of grant and then vest over the following four to five years. Our executive officers (as well as our employees that receive restricted stock awards) receive distributions on the restricted stock awards that have been granted to date, including restricted stock awards that have not vested.

#### Employment Agreements

##### Gary A. Shiffman

In June 2013, we entered into an employment agreement with Gary A. Shiffman, under which he serves as our Chief Executive Officer. He also served as our President until February 2014. We and Mr. Shiffman entered into a prior employment agreement in 2005, which expired on December 31, 2011 and was automatically renewed for a one-year term in both 2012 and 2013. This agreement supersedes the 2005 employment agreement. Mr. Shiffman's employment agreement has an initial term ending June 20, 2018 and will be automatically renewed for successive one year terms thereafter unless either party timely terminates the agreement. Pursuant to this employment agreement, Mr. Shiffman

is paid an annual base salary of \$671,000, which will be increased by an annual cost of living adjustment on January 1 of each year of the term, beginning in 2014. In addition to his base salary, we may pay Mr. Shiffman annual incentive compensation in an amount up to 100% of his then current base salary, as follows: (i) if, in the sole discretion of the Compensation Committee of our Board, Mr. Shiffman fulfills his annual individual goals and objectives as approved by the Compensation Committee, he will receive incentive compensation in the amount of 25% of his then current base salary; (ii) if, in the sole discretion of the Compensation Committee, the Company achieves the FFO and financial budget objectives approved by our Board at the beginning of the applicable year, Mr. Shiffman will receive incentive compensation in the amount of 50% of his then current base salary; and (iii) the remaining 25% of the incentive compensation may be awarded to Mr. Shiffman in the sole discretion of the Compensation Committee for extraordinary performance during the applicable year. Incentive compensation paid or payable to Mr. Shiffman under the employment agreement shall not be deemed to be fully earned and vested, and must be repaid to the extent such incentive compensation becomes subject to clawback pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, any rules promulgated thereunder or the rules and regulations of the New York Stock Exchange. 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 other business competitive with our business during the period



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he is employed by us; and (b) in the manufactured housing community business or any other business competitive with our business for a period of 18 months following the period he is employed by us. However, Mr. Shiffman's employment agreement does allow him to make passive investments relating to real estate in general. See "Change in Control and Severance Agreements" for a description of the terms of Mr. Shiffman's employment agreement relating to change in control and severance payments.

In connection with the execution of the employment agreement, and pursuant to a restricted stock award agreement, we also issued Mr. Shiffman 250,000 restricted shares of our common stock.

A copy of Mr. Shiffman's employment agreement is attached as an exhibit to our periodic filings under the Exchange Act.

Karen J. Dearing

On March 7, 2011 with an effective date of January 1, 2011 (the "Effective Date"), we entered into an employment agreement with Karen J. Dearing pursuant to which Ms. Dearing serves as our Executive Vice President, Chief Financial Officer, Secretary, and Treasurer. Ms. Dearing's employment agreement is for an initial term commencing on the Effective Date and ending on December 31, 2015. The employment agreement is automatically renewable for successive one year terms thereafter unless either party timely terminates the agreement. Pursuant to the employment agreement, Ms. Dearing is paid an annual base salary of \$335,000 thereafter, subject to adjustments in accordance with the annual cost of living provided that if the base salary for the calendar year 2014 is less than 115% of the base salary for calendar year 2011, for 2014 and 2015 only, the annual increase in the base salary shall be the greater of five percent or the otherwise applicable cost of living adjustment. Upon signing the employment agreement, Ms. Dearing was paid a one-time signing bonus of \$150,000. In addition to her base salary and in accordance with the terms of her employment agreement and in sole discretion of the Compensation Committee, Ms. Dearing is eligible for annual incentive compensation of up to 50% of her base salary if certain annual individual and/or Company performance criteria, as established by the Compensation Committee in its sole discretion, are met and up to 50% of her base salary at the sole discretion of the Compensation Committee. The clawback clause of Ms. Dearing's employment agreement deems that the bonus payment or any other incentive compensation is not deemed fully earned and vested, and Ms. Dearing shall reimburse us if previously paid, to the extent such incentive compensation becomes subject to clawback pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act or NYSE rules. The non-competition clauses of Ms. Dearing's employment agreement preclude her from engaging, directly or indirectly, in the development, ownership, leasing, management, financing, or sales of manufactured housing communities or manufactured homes anywhere in the continental United States or Canada during the period she is employed by us and for a period of up to twenty four months following the period she is employed by us; provided, however, that if Ms. Dearing is terminated without "cause" the period of non-competition shall be reduced to twelve months following the period she is employed by us. Notwithstanding, Ms. Dearing's employment agreement does allow her to make passive investments in publicly-traded entities engaged in our business during the period she is employed by us. See "Change in Control and Severance Payments" for a description of the terms of Ms. Dearing's employment agreement relating to change of control and severance payments.

A copy of Ms. Dearing's employment agreement is attached as an exhibit to our periodic filings under the Exchange Act.

John B. McLaren

On March 7, 2011 but effective as of the Effective Date, we entered into an employment agreement with John B. McLaren pursuant to which Mr. McLaren serves as our Chief Operating Officer. Since February 2014, he has also served as our President. Prior to that, he was our Executive Vice President. Mr. McLaren's employment agreement is

for an initial term commencing on the Effective Date and ending on December 31, 2015. The employment agreement is automatically renewable for successive one year terms thereafter unless either party timely terminates the agreement. Pursuant to the employment agreement, Mr. McLaren is paid an annual base salary of \$345,000 in the first year, \$375,000 in the second year, \$400,000 in the third year, and \$425,000 thereafter, subject to adjustments in accordance with the annual cost of living. Upon signing the employment agreement, Mr. McLaren was paid a one-time signing bonus of \$150,000. In addition to his base salary and in accordance with the terms of his employment agreement and sole discretion of the Compensation Committee, Mr. McLaren is eligible for annual incentive compensation of up to 50% of his base salary if certain annual individual and/or Company performance criteria, as established by the Compensation Committee in its sole discretion, are met and up to 50% of his base salary at the sole discretion of the Compensation Committee. The clawback clause of Mr. McLaren's employment agreement deems that the bonus payment or any other incentive compensation is not deemed fully earned and vested, and Mr. McLaren shall reimburse us if previously paid, to the extent such incentive compensation becomes subject to clawback pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act or NYSE rules. The non-competition clauses of Mr. McLaren's employment agreement preclude him from engaging, directly or indirectly, in the development, ownership, leasing, management, financing, or sales of manufactured housing communities or manufactured homes anywhere in the continental United States or Canada during the period he is employed by us and for a period of up to twenty four months following the period he is employed by us; provided, however, that if Mr. McLaren

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is terminated without “cause” the period of non-competition shall be reduced to twelve months following the period he is employed by us. Notwithstanding, Mr. McLaren’s employment agreement does allow him to make passive investments in publicly-traded entities engaged in our business during the period he is employed by us. See “Change in Control and Severance Payments” for a description of the terms of Mr. McLaren’s employment agreement relating to change of control and severance payments.

A copy of Mr. McLaren’s employment agreement is attached as an exhibit to our periodic filings under the Exchange Act.

## 2013 Compensation

The base salaries for the named executive officers for the year ended December 31, 2013, were paid in accordance with existing employment agreements or arrangements.

For 2013, the Compensation Committee established the following targets for the executive officers in relation to annual incentive awards. The achievement of such targets was used to determine a portion of the executive’s annual incentive award. As indicated in each executive’s employment agreement, the payment of any or all of the incentive compensation, whether or not set targets are achieved, is in the sole discretion of the Compensation Committee. The structure of the bonus plans for Mr. Shiffman and Ms. Dearing are set forth in the tables below:

| CEO Bonus Plan                                   |                           | % of Salary |            |            | Maximum Discretionary Award (2) | Total Bonus Awarded |
|--|---------------------------|-------------|------------|------------|---------------------------------|---------------------|
| Item   | Allocation of Base Salary | 30% Met     | 60% Exceed | 100% Excel |                                 |                     |
| Achievement of individual goals                  | \$167,778                 | \$50,333    | \$100,667  | \$167,778  | \$—                             | \$167,778           |
| Company achievement of FFO <sup>(1)</sup>        | 335,555                   | \$100,667   | \$201,333  | \$335,555  | \$—                             | —                   |
| Compensation Committee Discretion <sup>(2)</sup> | 167,778                   | \$—         | \$—        | \$—        | \$167,778                       | 167,778             |
| <b>Total</b>                                     | <b>\$671,111</b>          |             |            |            |                                 | <b>\$335,556</b>    |

| CFO Bonus Plan                                   |                           | % of Salary |            |            | Maximum Discretionary Award (2) | Total Bonus Awarded |
|--|---------------------------|-------------|------------|------------|---------------------------------|---------------------|
| Item   | Allocation of Base Salary | 30% Met     | 60% Exceed | 100% Excel |                                 |                     |
| Achievement of individual goals                  | \$88,245                  | \$26,474    | \$52,947   | \$88,245   | \$—                             | \$88,245            |
| Company achievement of FFO <sup>(1)</sup>        | 176,490                   | \$52,947    | \$105,894  | \$176,490  | \$—                             | —                   |
| Compensation Committee Discretion <sup>(2)</sup> | 88,245                    | \$—         | \$—        | \$—        | \$88,245                        | 88,245              |
| <b>Total</b>                                     | <b>\$352,980</b>          |             |            |            |                                 | <b>\$176,490</b>    |

<sup>(1)</sup> See Target Level Table below for achievement ranges.

<sup>(2)</sup> The Compensation Committee has the discretion to award the CEO and CFO a cash bonus in any amount up to a maximum of 25% of their base salary.

The individual goals for Mr. Shiffman were focused on strategic leadership of the organization and communication of our mission and values, implementation of systems and processes that assure physical, financial and human resources of our organization, providing strategic planning and guidance for growth through acquisitions and expansions and opportunistically accessing capital markets to fund growth and strengthen the balance sheet. The individual goals for Ms. Dearing were focused on evaluation and implementation of strategies associated with our capital requirements

and structure including debt and equity transactions, effectively leading our accounting, tax and information technology departments, and creating and communicating along with the other executive officers, our strategic vision. The Compensation Committee determined that for fiscal year 2013 both Mr. Shiffman and Ms. Dearing “excelled” in the achievement of their individual goals and as such, achieved annual incentive awards of \$167,778 and \$88,245, respectively, for the achievement of this target.

Based on the results achieved in 2013, including significant community acquisitions, financing transactions and diligent management of the Company's balance sheet, the Compensation Committee, elected to exercise its sole discretion to award Mr. Shiffman and Ms. Dearing additional discretionary amounts of \$167,778 and \$88,245, respectively, bringing their total annual incentive bonuses to \$335,556 and \$176,490, respectively.

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The following tables provide a summary of the various target levels that we established compared to the actual results to evaluate the achievement of certain executive goals:

| Achievement Level | Target Ranges     |                     | Revenue Producing Sites ("RPS") |
|-------------------|-------------------|---------------------|---------------------------------|
|                   | FFO               | CNOI <sup>(2)</sup> |                                 |
| Met               | \$3.19 - \$3.23   | \$221,068,057       | > 1,623                         |
| Exceed            | \$3.24 - \$3.27   | \$222,173,397       | > 1,673                         |
| Excel             | \$3.27 or greater | \$223,278,738       | > 1,723                         |

| Result<br>Achievement Level | Company Results            |                     |                                 |
|-----------------------------|----------------------------|---------------------|---------------------------------|
|                             | Revised FFO <sup>(1)</sup> | CNOI <sup>(2)</sup> | Revenue Producing Sites ("RPS") |
|                             | \$3.16                     | \$219,673,284       | 1,885                           |
|                             | Not Achieved               | Not Achieved        | Excel                           |

<sup>(1)</sup> The reconciliation for Revised FFO as deemed by the Compensation Committee is below.

<sup>(2)</sup> CNOI is comprised of NOI/Gross Profit excluding any Gross Profit (Loss) on fixed asset home sales.

The following table provides information regarding the Compensation Committee's calculation of Revised FFO (shown as diluted per share):

|  | Year Ended December 31,<br>2013 |
|--|---------------------------------|
| Funds from operations (FFO)  | \$3.11                          |
| Acquisition related costs  | 0.11                            |
| Adjustment to reflect certain items including unbudgeted acquisitions and financing events | (0.06)                          |
| Revised FFO as deemed by the Compensation Committee  | \$3.16                          |

Targets for FFO achievement were developed from the Company's budget including community acquisitions and common stock offerings completed through March 31, 2013. Adjustments were made to remove the operating results of properties acquired after March 31, 2013 including the assumed interest charge associated with the purchase price of the communities, as well as certain financing charges related to unbudgeted financing transactions.

We achieved Revised FFO/share of \$3.16 as adjusted by the Compensation Committee and as such Messrs. Shiffman and McLaren and Ms. Dearing did not receive an incentive payout with respect to this target.

The structure of the annual incentive plan for Mr. McLaren is set forth in the table below:

| COO Bonus Plan<br>Item                           | Allocation<br>of Base<br>Salary | % of Salary    |               |                 | Maximum<br>Discretionary<br>Award (2) | Total Bonus<br>Awarded |
|--|---------------------------------|----------------|---------------|-----------------|---------------------------------------|------------------------|
|  |                                 | 30%<br>Minimum | 60%<br>Target | 100%<br>Maximum |                                       |                        |
| CNOI <sup>(1)</sup>                              | \$100,000                       | \$30,000       | \$60,000      | \$100,000       | \$—                                   | \$—                    |
| Company achievement of FFO                       | 80,000                          | \$24,000       | \$48,000      | \$80,000        | \$—                                   | —                      |
| Achievement of Revenue Producing Sites ("RPS")   | 20,000                          | \$6,000        | \$12,000      | \$20,000        | \$—                                   | 20,000                 |
| Compensation Committee Discretion <sup>(2)</sup> | 200,000                         |                |               |                 | \$200,000                             | 180,000                |

|       |           |           |
|-------|-----------|-----------|
| Total | \$400,000 | \$200,000 |
|-------|-----------|-----------|

(1) See Target Ranges Table above for achievement ranges and definition of CNOI.

(2) The Compensation Committee has the discretion to award the COO a cash bonus in any amount up to a maximum of 50% of his base salary.

Combined net operating income for this purpose may not be the same as net operating income as disclosed in the accompanying financial statements as certain items that are not under Mr. McLaren's control or that are recorded solely for GAAP financial purposes are excluded from the computation of combined net operating income. Mr. McLaren achieved the maximum award for the achievement of revenue producing sites and did not achieve an annual incentive award for CNOI or FFO. The Compensation

## SUN COMMUNITIES, INC.

Committee, in its sole discretion, elected to award Mr. McLaren a discretionary bonus of \$180,000 due to his significant efforts with respect to our core portfolio, acquired communities and leadership of the operations, sales and human resource departments.

For Jonathan M. Colman:

Mr. Colman's annual incentive award is determined in the sole discretion of the CEO and recommended to the Compensation Committee after review of his overall responsibilities, his individual performance during the year, the annual incentives of the other executive officers and his overall compensation. For the fiscal year 2013, the CEO recommended and the Compensation Committee approved an annual incentive award of \$135,000 related to his work on the acquisition of the 15 communities completed in 2013.

## Tax and Accounting Implications

### Deductibility of Executive Compensation.

Section 162(m) of the Code limits the deductibility on our tax return of compensation over \$1.0 million to any of our named executive officers. We believe that, because we qualify as a REIT under the Code and therefore are not subject to federal income taxes on our income to the extent distributed, the payment of compensation that does not satisfy the requirements of section 162(m) has not and will not generally affect our net income. However, to the extent that compensation does not qualify for deduction of section 162(m), a larger portion of shareholder distributions may be subject to federal income taxation as dividend income rather than return of capital. We do not believe that section 162(m) has materially affected or will materially affect the taxability of shareholder distributions, although no assurance can be given in this regard due to the variety of factors that affect the tax position of each shareholder. For these reasons, section 162(m) is not a significant factor in the Compensation Committee's compensation policy and practices. In 2013, we did not pay any compensation to any of our named executive officers that was subject to section 162(m).

### 409A Considerations.

We have also taken into consideration Code Section 409A in the design and implementation of our compensation programs. If an executive is entitled to nonqualified deferred compensation benefits that are subject to Section 409A, and such benefits do not comply with Section 409A, then the benefits are taxable in the first year they are not subject to a substantial risk of forfeiture. In such case, the executive is subject to regular federal income tax, interest and an additional federal income tax of 20% of the benefit includible in income.

### Risks Arising from Compensation Policies and Practices

Our senior management has assessed the enterprise-wide risks facing us and processes and procedures to mitigate such risks. In connection with such enterprise risk management process, our compensation programs were assessed, including program features that could potentially encourage excessive or imprudent risk taking and the specific aspects of our compensation policies and procedures which mitigate some of the material risks that might otherwise arise from such policies and procedures. Following this review, our management, Compensation Committee and full Board of Directors affirmatively determined that there were no risks arising from the compensation policies and practices that are reasonably likely to have a material adverse effect on us.

### Director Compensation Tables

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Directors who are also employees receive no additional compensation for their services as directors. During 2013, we paid directors that are not our employees the following annual fees:

|                        | Chairman | Member   |
|------------------------|----------|----------|
| Annual Retainer        | \$—      | \$60,000 |
| Audit Committee        | \$32,500 | \$30,000 |
| Compensation Committee | \$10,000 | \$5,000  |
| NCG Committee          | \$10,000 | \$5,000  |
| Executive Committee    | \$5,000  | \$—      |



## SUN COMMUNITIES, INC.

The following tables provide compensation information for each member of the Board for the year ended on December 31, 2013.

| Name                             | Fees Earned or Paid in Cash | February 2013 Restricted Stock Award <sup>(1)</sup> | Total     |
|----------------------------------|-----------------------------|---|-----------|
| Stephanie W. Bergeron            | \$90,000                    | \$82,242  | \$172,242 |
| Paul D. Lapides                  | \$75,000                    | \$82,242  | \$157,242 |
| Clunet R. Lewis                  | \$102,500                   | \$82,242  | \$184,742 |
| Robert H. Naftaly                | \$100,000                   | \$82,242  | \$182,242 |
| Ronald L. Piasecki               | \$65,000                    | \$82,242  | \$147,242 |
| Arthur A. Weiss                  | \$65,000                    | \$82,242  | \$147,242 |
| Brian M. Hermelin <sup>(2)</sup> | \$—                         | \$—   | \$—       |

This column represents the aggregate grant date fair value computed in accordance with Financial Accounting

<sup>(1)</sup> Standards Board Accounting Standards Codification Topic 718, Compensation - Stock Compensation (“FASB ASC Topic 718”). For additional information on the valuation assumptions with respect to these grants, refer to Note 11 to our financial statements.

<sup>(2)</sup> Mr. Hermelin was appointed effective January 1, 2014.

| Name                             | February 2013 Restricted Stock Award <sup>(1)</sup> | Aggregate number of options and restricted stock outstanding at December 31, 2013 |
|----------------------------------|---|---|
| Stephanie W. Bergeron            | \$82,242  | 10,900  |
| Paul D. Lapides                  | \$82,242  | 14,400  |
| Clunet R. Lewis                  | \$82,242  | 10,900  |
| Robert H. Naftaly                | \$82,242  | 6,400   |
| Ronald L. Piasecki               | \$82,242  | 7,900   |
| Arthur A. Weiss                  | \$82,242  | 6,400   |
| Brian M. Hermelin <sup>(2)</sup> | \$—   | —   |

This column represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

<sup>(1)</sup> For additional information on the valuation assumptions with respect to these grants, refer to Note 11 of our financial statements.

<sup>(2)</sup> Mr. Hermelin was appointed effective January 1, 2014.

In February 2014, each of our non-employee directors was granted 2,000 shares of restricted stock as provided for in the First Amended and Restated 2004 Non-Employee Director Option Plan. All of the shares will vest on February 12, 2017.

## SUN COMMUNITIES, INC.

## Summary Compensation Table

The following table includes information concerning compensation for our named executive officers for the fiscal year ended December 31, 2013:

| Name and Principal Position  | Year | Salary    | Bonus <sup>(1)</sup> | Stock Awards <sup>(2)</sup> | All Other Compensation <sup>(3)</sup> | Total        |
|--|------|-----------|----------------------|-----------------------------|---------------------------------------|--------------|
| Gary A. Shiffman, Chairman, Chief Executive Officer, and President <sup>(4)</sup>            | 2013 | \$671,111 | \$335,556            | \$13,717,600                | \$49,249                              | \$14,773,516 |
|  | 2012 | \$657,500 | \$315,000            | \$769,200                   | \$59,666                              | \$1,801,366  |
|  | 2011 | \$637,385 | \$637,385            | \$1,882,000                 | \$47,571                              | \$3,204,341  |
| Karen J. Dearing, Executive Vice President, Treasurer, Chief Financial Officer and Secretary | 2013 | \$352,980 | \$176,490            | \$685,350                   | \$3,753                               | \$1,218,573  |
|  | 2012 | \$345,720 | \$135,000            | \$204,000                   | \$5,502                               | \$690,222    |
|  | 2011 | \$335,000 | \$402,925            | \$834,575                   | \$5,145                               | \$1,577,645  |
| John B. McLaren, Executive Vice President and Chief Operating Officer <sup>(4)</sup>         | 2013 | \$400,000 | \$200,000            | \$685,350                   | \$3,691                               | \$1,289,041  |
|  | 2012 | \$375,000 | \$150,000            | \$408,000                   | \$5,279                               | \$938,279    |
|  | 2011 | \$345,000 | \$381,150            | \$1,113,925                 | \$5,194                               | \$1,845,269  |
| Jonathan M. Colman, Executive Vice President   | 2013 | \$87,328  | \$265,000            | \$137,070                   | \$2,759                               | \$492,157    |
|  | 2012 | \$195,388 | \$175,000            | \$—                         | \$2,982                               | \$373,370    |
|  | 2011 | \$191,521 | \$75,000             | \$—                         | \$2,210                               | \$268,731    |

See “2013 Compensation” above for additional information regarding annual incentive payments awarded in 2013.

Although the annual incentive payments were earned for 2013, 2012 and 2011 such payments were made in 2014,

- <sup>(1)</sup> 2013 and 2012, respectively. The bonus in 2013 for Mr. Coleman includes \$130,000 of acquisition related commissions. The bonus in 2011 for Ms. Dearing and Mr. McLaren includes the \$150,000 signing bonus as provided for in their respective employment agreements.

This column represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

- <sup>(2)</sup> For additional information on the valuation assumptions with respect to these grants, refer to Note 11 of our financial statements for the year ended December 31, 2013.

Includes matching contributions to our 401(k) plan of \$3,253, \$3,412, \$2,480 and \$3,251 for each of Messrs. Shiffman, McLaren, Colman and Ms. Dearing, respectively; for the year ended December 31, 2013.

Includes matching contributions to our 401(k) plan of \$5,000, \$5,000, \$2,703 and \$5,000 for each of Messrs. Shiffman, McLaren, Colman and Ms. Dearing, respectively, for the year ended December 31, 2012.

- <sup>(3)</sup> Includes matching contributions to our 401(k) plan of \$3,862, \$4,900, \$1,916 and \$4,851 for each of Messrs. Shiffman, McLaren, Colman and Ms. Dearing, respectively, for the year ended December 31, 2011. Also includes premiums for life insurance and accidental death and disability insurance in the amount of \$279 for each of Messrs. Shiffman, McLaren, Colman and Ms. Dearing for the year ended December 31, 2013; \$279 for each of Messrs. Shiffman, McLaren, Colman and Ms. Dearing for the year ended December 31, 2012; and \$294 for each of Messrs. Shiffman, McLaren and Colman and Ms. Dearing for the year ended December 31, 2011. Includes perquisites for sporting events valued in the amounts of \$2,717 and \$223 for Mr. Shiffman and Ms. Dearing, respectively, for the year ended December 31, 2013. Includes perquisites for sporting events valued in the amounts of \$8,637 and \$223 for Mr. Shiffman and Ms. Dearing, respectively, for the year ended December 31, 2012. Includes perquisites for sporting events valued in the amounts of \$3,415 for Mr. Shiffman for the year ended December 31, 2011. Includes \$43,000, \$45,750 and \$40,000 paid to Mr. Shiffman by Origen Financial, Inc. for service on its Board of Directors for the years ended December 31, 2013, 2012 and 2011, respectively.

- (4) Mr. McLaren was appointed to replace Mr. Shiffman as President of the Company in February 2014.

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## SUN COMMUNITIES, INC.

## Grants of Plan Based Awards

We made the following grants of restricted shares of our common stock to certain named executive officers in 2013. The shares granted on June 20, 2013 to Mr. Shiffman in connection with his employment agreement vest 35% on June 20, 2016, 35% on June 20, 2017, 20% on June 20, 2018 and 5% on each of June 20, 2019 and June 20, 2020. The shares granted on February 15, 2013 to Messrs. McLaren and Colman and Ms. Dearing vest 20% on February 15, 2017, 30% on February 15, 2018, 35% on February 15, 2019, 10% on February 15, 2020 and five percent on February 15, 2021. One-third of the shares granted on February 15, 2013 to Mr. Shiffman vest on each of February 15, 2017, 2018 and 2019.

| Name               | Grant Date | All Other Stock Awards:<br>Number of Shares of Stocks<br>or Units (#) | Grant Date Fair Value of<br>Stock Option Awards <sup>(1)</sup> |
|--------------------|------------|---|--|
| Gary A. Shiffman   | 2/15/2013  | 40,000  | \$1,827,600  |
|                    | 6/20/2013  | 250,000   | \$11,890,000   |
|                    |            | 290,000   | \$13,717,600   |
| Karen J. Dearing   | 2/15/2013  | 15,000  | \$685,350  |
| John B. McLaren    | 2/15/2013  | 15,000  | \$685,350  |
| Jonathan M. Colman | 2/15/2013  | 3,000   | \$137,070  |

<sup>(1)</sup> Pursuant to SEC rules, this column represents the total fair market value of restricted stock awards, in accordance with FASB ASC Topic 718.

## SUN COMMUNITIES, INC.

## Outstanding Equity Awards at Fiscal Year-End

The following table provides certain information with respect to the value of all restricted share awards previously granted our named executive officers. None of the named executive officers hold any unexercised options.

## Outstanding Equity Awards at Fiscal Year-End as of December 31, 2013

| Name               | Share Awards <sup>(1)</sup>                             |  |      |
|--------------------|---|--|------|
|                    | Number of Shares or Units of Stock that Have Not Vested | Market Value of Shares or Units of Stock that Have Not Vested <sup>(2)</sup> |      |
| Gary A. Shiffman   | 3,502   | \$ 149,325   | (3)  |
|                    | 1,000   | \$ 42,640  | (4)  |
|                    | 40,000  | \$ 1,705,600   | (6)  |
|                    | 50,000  | \$ 2,132,000   | (8)  |
|                    | 20,000  | \$ 852,800   | (10) |
|                    | 40,000  | \$ 1,705,600   | (11) |
|                    | 250,000   | \$ 10,660,000  | (13) |
| Karen J. Dearing   | 350   | \$ 14,924  | (4)  |
|                    | 3,000   | \$ 127,920   | (5)  |
|                    | 6,667   | \$ 284,281   | (6)  |
|                    | 7,500   | \$ 319,800   | (7)  |
|                    | 10,000  | \$ 426,400   | (8)  |
|                    | 5,000   | \$ 213,200   | (9)  |
|                    | 15,000  | \$ 639,600   | (12) |
| John B. McLaren    | 3,000   | \$ 127,920   | (5)  |
|                    | 6,667   | \$ 284,281   | (6)  |
|                    | 12,500  | \$ 533,000   | (7)  |
|                    | 7,500   | \$ 319,800   | (8)  |
|                    | 10,000  | \$ 426,400   | (9)  |
|                    | 15,000  | \$ 639,600   | (12) |
| Jonathan M. Colman | 500   | \$ 21,320  | (4)  |
|                    | 3,000   | \$ 127,920   | (12) |

(1) All share awards begin to vest after either the third or fourth anniversary of the date of grant.

(2) Value based on \$42.64, the closing price of our common stock on NYSE on December 31, 2013.

(3) Shares will vest on July 15, 2014.

(4) Shares will vest on May 10, 2014.

(5) 2,000 shares vest on February 5, 2014 and the remaining 1,000 shares will vest in two equal installments on February 5, 2015 and February 5, 2018.

- (6) The shares will vest in equal installments on July 30, 2014 and July 31, 2015.
- (7) One-third of the shares will vest on each of January 1, 2015, January 1, 2016 and January 1, 2017.
- (8) One-third of the shares vest on each of May 6, 2015, May 6, 2016 and May 6, 2017.
- (9) Twenty percent of the shares vest on February 20, 2016, 30% of the shares vest on February 20, 2017, 35% of the shares vest on February 20, 2018, 10% of the shares vest on February 20, 2019 and 5% of the shares vest on February 20, 2020.
- (10) One-third of the shares vest on each of December 14, 2016, December 14, 2017 and December 14, 2018.

## SUN COMMUNITIES, INC.

- (11) One-third of the shares will vest on each of February 15, 2017, February 15, 2018 and February 15, 2019.
- (12) Twenty percent of the shares will vest on February 15, 2017, 30% of the shares will vest on February 15, 2018, 35% of the shares will vest on February 15, 2019, 10% of the shares will vest on February 15, 2020 and 5% of the shares will vest on on February 15, 2021.
- (13) Thirty-five percent of the shares will vest on June 20, 2016, 35% of the shares will vest on June 20, 2017, 20% of the shares will vest on June 20, 2018 and 5% of the shares will vest on each of June 20, 2019 and June 20, 2020.

## Option Exercises and Stock Vested During Last Fiscal Year

The following table sets forth certain information concerning shares held by our named executive officers that vested during the fiscal year ended on December 31, 2013:

| Name             | Stock Awards                         |  |
|------------------|--------------------------------------|--|
|                  | Number of Shares Acquired on Vesting | Value Realized on Vesting <sup>(1)</sup> |
| Gary Shiffman    | 20,000                               | \$ 1,019,500                             |
| Karen J. Dearing | 3,500                                | \$ 150,868                               |
|                  | 3,333                                | \$ 169,900                               |
| John B. McLaren  | 3,500                                | \$ 150,868                               |
|                  | 3,333                                | \$ 169,900                               |

<sup>(1)</sup> Value based on the average of the high and low of the share price on the vesting date, or the next business day if the vesting date was on a weekend.

## Change in Control and Severance Payments

Under their employment agreements, we are obligated to make severance and change in control payments to Mr. Shiffman, Mr. McLaren and Ms. Dearing under certain circumstances. If any such executive is terminated without “cause” as defined in his or her employment agreement, he or she is entitled to any accrued but unpaid salary, incentive compensation and benefits through the effective date of termination. In addition, subject to the execution of a general release and continued compliance with his or her non-competition and confidentiality covenants, Mr. Shiffman is entitled to a continuation of salary for up to 18 months after termination, and each of Ms. Dearing and Mr. McLaren is entitled to a continuation of salary for up to 12 months after termination. If Mr. Shiffman’s, Mr. McLaren’s or Ms. Dearing’s employment is terminated due to death or disability, he or she or his or her successors and assigns, is entitled to any accrued but unpaid salary, incentive compensation and benefits through the effective date of termination. In addition, Mr. Shiffman, Mr. McLaren and Ms. Dearing are entitled to a continuation of salary for up to 24 months after death or disability.

If there is a change of control of the Company and any of the following events has occurred: (i) we terminate the employment of Mr. Shiffman, Mr. McLaren or Ms. Dearing within two years after the date of such change of control, (ii) the form of such change of control transaction is a sale by the Company of all or substantially all of its assets and the Company or its successor does not expressly assume the employment agreement of Mr. Shiffman, Mr. McLaren or Ms. Dearing, or (iii) in the case of Mr. Shiffman, less than two years remain under the term of his employment agreement, and in the case of Mr. McLaren or Ms. Dearing, less than 18 months remain under the term of his or her employment agreement, then we are obligated to pay Mr. Shiffman, Mr. McLaren or Ms. Dearing, as applicable, an

amount equal to 2.99 times his or her then current base salary, and to continue to provide him or her health and insurance benefits for up to one year.

Under any of the foregoing events of termination or change of control, all stock options and other stock based compensation awarded to the applicable executive shall become fully vested and immediately exercisable.



## SUN COMMUNITIES, INC.

The following tables describe the potential payments upon termination without cause, a termination due to death or disability or after a change of control (and associated termination of the executives) for the following named executive officers:

## Termination Without Cause

| Name               | Cash Payment <sup>(1)</sup> | Acceleration of Vesting of Stock Awards <sup>(2)</sup> | Benefits <sup>(3)</sup> | Total        |
|--------------------|-----------------------------|--|-------------------------|--------------|
| Gary A. Shiffman   | \$1,006,667                 | \$17,247,965   | \$—                     | \$18,254,632 |
| Karen J. Dearing   | \$352,980                   | \$2,026,125  | \$—                     | \$2,379,105  |
| John B. McLaren    | \$400,000                   | \$2,331,001  | \$—                     | \$2,731,001  |
| Jonathan M. Colman | \$—                         | \$—  | \$—                     | \$—          |

## Termination Due to Death or Disability

| Name               | Cash Payment <sup>(1)</sup> | Acceleration of Vesting of Stock Awards <sup>(2)</sup> | Benefits <sup>(3)</sup> | Total        |
|--------------------|-----------------------------|--|-------------------------|--------------|
| Gary A. Shiffman   | \$1,342,222                 | \$17,247,965   | \$—                     | \$18,590,187 |
| Karen J. Dearing   | \$705,960                   | \$2,026,125  | \$—                     | \$2,732,085  |
| John B. McLaren    | \$600,000                   | \$2,331,001  | \$—                     | \$2,931,001  |
| Jonathan M. Colman | \$—                         | \$149,240  | \$—                     | \$149,240    |

## Change of Control

| Name               | Cash Payment <sup>(1)</sup> | Acceleration of Vesting of Stock Awards <sup>(2)</sup> | Benefits <sup>(3)</sup> | Total        |
|--------------------|-----------------------------|--|-------------------------|--------------|
| Gary A. Shiffman   | \$2,006,622                 | \$17,247,965   | \$10,899                | \$19,265,486 |
| Karen J. Dearing   | \$1,055,410                 | \$2,026,125  | \$279                   | \$3,081,814  |
| John B. McLaren    | \$1,196,000                 | \$2,331,001  | \$10,899                | \$3,537,900  |
| Jonathan M. Colman | \$—                         | \$149,240  | \$—                     | \$149,240    |

<sup>(1)</sup> Assumes a termination on December 31, 2013 and payments based on base salary without taking into account any accrued incentive based compensation as of December 31, 2013 for each executive for the periods specified above.

<sup>(2)</sup> Calculated based on a termination as of December 31, 2013 and the fair market value of our common stock on NYSE as of December 31, 2013.

<sup>(3)</sup> Reflects continuation of health benefits, life insurance and accidental death and disability insurance for the periods specified above.

## Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee has been or will be one of our officers or employees. We do not have any interlocking relationships between our executive officers and the Compensation Committee and the executive officers and compensation committees of any other entities, nor has any such interlocking relationship existed in the past.

## Compensation Committee Report

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The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Form 10-K.

Respectfully submitted,

Members of the Compensation Committee:

Robert H. Naftaly

Clunet R. Lewis

Paul D. Lapidés

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SUN COMMUNITIES, INC.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, based upon information available to us, as of February 14, 2014, the shareholdings of: (a) each person known to us to be the beneficial owner of more than five percent (5%) of our common stock; (b) each of our directors; (c) each named executive officer listed in the Summary Compensation Table; and (d) all of our named executive officers and directors as a group:

| Name and Address of Beneficial Owner   | Amount and Nature of Beneficial Ownership | Percent of Outstanding Shares <sup>(1)</sup> |   |
|--|---|--|---|
| Gary A. Shiffman<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034   | 2,159,898                                 | (2) 5.89                                     | % |
| John B. McLaren<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034    | 57,320                                    | *  |   |
| Karen J. Dearing<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034   | 55,423                                    | *  |   |
| Jonathan M. Colman<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034 | 40,206                                    | *  |   |
| Paul D. Lapidis<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034    | 18,874                                    | (3) *  |   |
| Clunet R. Lewis<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034    | 68,176                                    | (4) *  |   |
| Ronald L. Piasecki<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034 | 82,312                                    | (5) *  |   |
| Arthur A. Weiss<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034    | 754,777                                   | (6) 2.08                                     | % |
| Robert H. Naftaly<br>27777 Franklin Road<br>Suite 2500<br>Southfield, Michigan 48034 | 20,400                                    | (7) *  |   |

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|  |           |     |       |   |
|--|-----------|-----|-------|---|
| Stephanie W. Bergeron<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034                          | 18,400    | (8) | *     |   |
| Brian M. Hermelin<br>27777 Franklin Road<br>Suite 200<br>Southfield, Michigan 48034                              | 2,000     |     | *     |   |
| FMR LLC and Edward C. Johnson 3d <sup>(9)</sup><br>82 Devonshire Street<br>Boston, MA 02109                      | 5,417,384 |     | 14.98 | % |
| The Vanguard Group, Inc. <sup>(10)</sup><br>100 Vanguard Blvd.<br>Malvern, PA 19355                              | 4,474,075 |     | 12.37 | % |
| Vanguard Specialized Funds - Vanguard REIT Index Fund <sup>(11)</sup><br>100 Vanguard Blvd.<br>Malvern, PA 19355 | 2,319,156 |     | 6.41  | % |
| BlackRock, Inc. <sup>(12)</sup><br>40 East 52nd Street<br>New York, NY 10022                                     | 2,755,142 |     | 7.62  | % |
| Anchor Capital Advisors LLC <sup>(13)</sup><br>One Post Office Square, Suite 3850<br>Boston, MA 02109            | 1,805,689 |     | 4.99  | % |
| All executive officers and directors as a group (10 persons) <sup>(14)</sup>                                     | 2,682,151 |     | 7.30  | % |

SUN COMMUNITIES, INC.

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

In accordance with SEC regulations, the percentage calculations are based on 36,168,663 shares of common stock issued and outstanding as of February 14, 2014 plus shares of common stock which may be acquired pursuant to options exercisable, common OP Units and Aspen preferred OP Units of Sun Communities Operating Limited Partnership that are indirectly convertible into common stock, within 60 days of February 14, 2014, by each individual or group listed. As of February 14, 2014, each Aspen preferred OP Unit was indirectly convertible into 0.397 shares of common stock.

(1) Includes: (a) 394,141 Common OP Units convertible into 394,141 shares of common stock; (b) 453,841 shares of common stock owned by certain limited liability companies of which Mr. Shiffman is a member and a manager, and (c) 141,794 Common OP Units convertible into 141,794 shares of common stock owned by certain limited liability companies of which Mr. Shiffman is a member and a manager.

(2) Includes 10,500 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014.

(3) Includes (a) 20,000 Common OP Units convertible into 20,000 shares of common stock, and (b) 7,000 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014.

(4) Includes: (a) 17,437 Common OP Units convertible into 17,437 shares of common stock, (b) 139,735 Series A-1 preferred OP Units convertible into 55,475 Common OP Units, which in turn were convertible into 55,475 shares of common stock as of February 14, 2014, and (c) 4,000 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014.

(5) Includes (a) 16,938 Common OP Units convertible into 16,938 shares of common stock, (b) 2,500 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014, (c) 453,841 shares of common stock owned by certain limited liability companies of which Mr. Weiss is a manager, (d) 141,794 Common OP Units convertible into 141,794 shares of common stock owned by a limited liability company of which Mr. Weiss is a manager, (e) 1,959 shares of common stock held by the 1997 Shiffman Charitable Remainder Unitrust for which Mr. Weiss is a Co-Trustee, and (f) 86,810 shares of common stock and 40,287 common OP Units convertible into 40,287 shares of common stock held by the Gary A. Shiffman 2012 Irrevocable Family Trust, of which Mr. Weiss is the Trustee. Mr. Weiss does not have a pecuniary interest in any of the 1997 Shiffman Charitable Remainder Unitrust, the Gary A. Shiffman 2012 Irrevocable Family Trust or the limited liability companies described above and, accordingly, Mr. Weiss disclaims beneficial ownership of the 542,610 shares of common stock and the 182,081 common OP Units held by such entities.

(6) Includes 2,500 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014.

(7) Includes 7,000 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014.

(8) According to the Schedule 13G/A for the year ended December 31, 2013 and filed with the SEC on February 14, 2014, both FMR LLC, in its capacity as a parent holding company or control person, and Edward C. Johnson 3d, the Chairman of FMR LLC, beneficially own 5,417,384 shares of our common stock.

(9) According to the Schedule 13G/A for the year ended December 31, 2013 and filed with the SEC on February 12, 2014, The Vanguard Group, Inc., in its capacity as an investment advisor, beneficially owns 4,474,075 shares of our common stock.

(10) According to the Schedule 13G/A for the year ended December 31, 2013 and filed with the SEC on February 4, 2014, Vanguard Specialized Funds- Vanguard REIT Index Fund, in its capacity as an investment advisor, beneficially owns 2,319,156 shares of our common stock.

(11) According to the Schedule 13G/A for the year ended December 31, 2013 and filed with the SEC on January 30, 2014, BlackRock, Inc., in its capacity as a parent holding company or control person, beneficially owns 2,755,142 shares of our common stock.

(12)

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According to the Schedule 13G/A for the year ended December 31, 2013 and filed with the SEC on February 6, 2014, Anchor Capital Advisors LLC, in its capacity as an investment advisor, beneficially owns 1,805,689 shares of our common stock.

- (14) Includes (a) 630,597 common OP Units convertible into 630,597 shares of common stock, (b) 139,735 Series A-1 preferred OP Units convertible into 55,475 common OP Units, which in turn were convertible into 55,475 shares of common stock as of February 14, 2014, and (c) 33,500 shares of common stock which may be acquired pursuant to options exercisable within 60 days of February 14, 2014.

SUN COMMUNITIES, INC.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Relationship with Equity Affiliates

We have entered into the following transactions with Origen Financial Services, LLC (“OFS LLC”):

Investment in OFS LLC. We entered into an agreement with four unrelated companies and we contributed cash of approximately \$0.6 million towards the formation of OFS LLC. OFS LLC purchased the loan origination platform of Origen. The purpose of the venture is to originate manufactured housing installment contracts for its members. We accounted for our investment in OFS LLC using the equity method of accounting which we have since suspended. As of December 31, 2013, we had an ownership interest in the OFS LLC of 22.9%, and the carrying value of our investment was zero.

Loan Origination, Sale and Purchase Agreement. OFS LLC agreed to fund loans that meet our underwriting guidelines and then transfer those loans to us pursuant to a Loan Origination, Sale and Purchase Agreement. We paid OFS LLC a fee of \$650 per loan pursuant to a Loan Origination, Sale and Purchase Agreement which totaled approximately \$0.1 million during the year ended December 31, 2013. We purchased, at par, \$7.7 million of these loans during the year ended December 31, 2013.

We have entered into the following transactions with Origen:

- Investment in Origen. We own 5,000,000 shares of Origen common stock and Shiffman Origen LLC (which is owned by the Milton M. Shiffman Spouse's Marital Trust, Gary A. Shiffman (our Chairman and Chief Executive Officer), and members of Mr. Shiffman's family) owns 1,025,000 shares of Origen common stock.
- Gary A. Shiffman is a member of the Board of Directors of Origen and Arthur A. Weiss, our director, is a trustee of the Milton M. Shiffman Spouse's Marital Trust. We accounted for our investment in Origen using the equity method of accounting which we have since suspended. As of December 31, 2013 we had an ownership interest in Origen of approximately 19%, and the carrying value of our investment was zero.

Board Membership. Gary A. Shiffman, our Chairman and Chief Executive Officer is a board member of Origen.

Lease of Principal Executive Offices

Gary A. Shiffman, together with certain of his family members, indirectly owns a 21% equity interest in American Center LLC, the entity from which we lease office space for our principal executive offices. Arthur A. Weiss owns a less than one percent indirect interest in American Center LLC. Under this lease agreement, we lease approximately 48,200 rentable square feet. The term of the lease is until October 31, 2016, with an option to renew for an additional five years. The base rent through October 31, 2014 is \$18.12 per square foot (gross). From November 1, 2014 to August 31, 2015, the base rent will be \$18.24 per square foot (gross) and from September 1, 2015 to October 31, 2016, the base rent will be \$17.92 per square foot (gross). As of May 2013, we also have a temporary lease through April 30, 2014 for approximately 10,500 rentable square feet with base rent equal to \$14.33 per square foot (gross). Our annual rent expense associated with the lease of our executive offices was approximately \$1.0 million for the year ended December 31, 2013 and \$0.7 million for each of the years ended December 31, 2012 and 2011. Our future annual rent expense will be approximately \$0.9 million for 2014 and 2015 and \$0.7 million for 2016. Each of Mr. Shiffman and Mr. Weiss may have a conflict of interest with respect to his obligations as our officer and/or director and his ownership interest in American Center LLC.

Loan Funding Agreement with Talmer Bank

Each of Robert H. Naftaly and Arthur A. Weiss, who serve on our board of directors, is also a director of each of Talmer Bancorp, Inc. and its primary operating subsidiary, Talmer Bank. Each of Mr. Naftaly, Mr. Weiss and Mr. Shiffman also owns less than one percent of Talmer Bancorp, Inc.'s common stock. In January 2013, we entered into an agreement with Talmer Bank under which we could refer purchasers of homes in our communities to Talmer Bank to obtain loans to finance their home purchases. We did not receive referral fees or other cash compensation under the agreement. If Talmer Bank made loans to purchasers referred by us under the agreement, those purchasers defaulted on their loans and Talmer Bank repossessed the homes securing such loans, we agreed to purchase from Talmer Bank each such repossessed home for a price equal to 100% of the amount under each such loan, subject to certain adjustments; provided that the maximum outstanding principal amount of the loans subject to the agreement did not exceed \$10.0 million. In addition, we agreed to waive all site rent that would otherwise have been due from Talmer Bank so



SUN COMMUNITIES, INC.

long as it owned any homes on which loans were made pursuant to the agreement. The agreement expired November 1, 2013 and was not extended. No transactions occurred under this agreement.

Legal Counsel

During 2013, Jaffe, Raitt, Heuer, & Weiss, Professional Corporation acted as our general counsel and represented us in various matters. Arthur A. Weiss is the Chairman of the Board of Directors and a shareholder of such firm. We incurred legal fees and expenses owed to Jaffe, Raitt, Heuer, & Weiss of approximately \$3.2 million in the year ended December 31, 2013.

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 on us and our public stockholders upon the sale of any of the Sun Partnerships. Therefore, we and Mr. Shiffman may have different objectives regarding the appropriate pricing and timing of any sale of those properties.

Policies and Procedures for Approval of Related Party Transactions

None of our executive officers or directors (or any family member or affiliate of such executive officer or director) may enter into any transaction or arrangement with us that reasonably could be expected to give rise to a conflict of interest without the prior approval of the NCG Committee. Any such transaction or arrangement must be promptly reported to the NCG Committee or the full Board. Any such disclosure provided by an executive officer or director is reviewed by the NCG Committee and approved or disapproved. In determining whether to approve such a transaction or arrangement, the NCG Committee takes into account, among other factors, whether the transaction was on terms no less favorable to us than terms generally available to third parties and the extent of the executive officer's or director's involvement in such transaction or arrangement.

The current policy was adopted and approved in 2004. All related party transactions disclosed above were approved by either the NCG Committee or the full Board.

SUN COMMUNITIES, INC.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

## Fees

Aggregate fees for professional services rendered by Grant Thornton, LLP, our independent auditors, for the years ended December 31, 2013 and 2012 were as follows:

| Category   | December 31,<br>2013 | December 31,<br>2012 |
|--|----------------------|----------------------|
| Audit Fees: For professional services rendered for the audit of the Company's financial statements, the audit of internal controls relating to Section 404 of the Sarbanes-Oxley Act, the reviews of the quarterly financial statements and consents | \$569,376            | \$734,170            |
| Audit-Related Fees: For professional services rendered for accounting assistance with new accounting standards and potential transactions and other SEC related matters  | \$123,204            | \$7,019              |
| Tax Fees   | \$—                  | \$—                  |
| All Other Fees   | \$—                  | \$—                  |

The Audit Committee has a policy concerning the pre-approval of audit and non-audit services to be provided by our independent auditors. The policy requires that all services provided by the independent auditors to us, including audit services, audit-related services, tax services and other services, must be pre-approved by the Audit Committee. In some cases, pre-approval is provided by the full Audit Committee for up to a year, and relates to a particular category or group of services and is subject to a particular budget. In other cases, specific pre-approval is required. All of the services provided by our independent auditor in 2013 and 2012 including services related to audit, audit-related fees, tax fees and all other fees described above, were approved by the Audit Committee under its pre-approval policies.

SUN COMMUNITIES, INC.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

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

1. Financial Statements.

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 Schedules” filed herewith.

2. Financial Schedules

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 Schedules” filed herewith.

3. Exhibits.

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.

SUN COMMUNITIES, INC.

## 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.

|                   |   |
|-------------------|---|
| February 20, 2014 | SUN COMMUNITIES, INC.<br>(Registrant)<br>By /s/ Gary A. Shiffman<br>Gary A. Shiffman<br>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.

| Name   | Capacity   | Date              |
|--|--|-------------------|
| /s/ Gary A. Shiffman<br>Gary A. Shiffman           | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)   | February 20, 2014 |
| /s/ Karen J. Dearing<br>Karen J. Dearing           | Executive Vice President, Chief Financial Officer, Treasurer, Secretary (Principal Financial Officer and Principal Accounting Officer) | February 20, 2014 |
| /s/ Stephanie W. Bergeron<br>Stephanie W. Bergeron | Director   | February 20, 2014 |
| /s/ Paul D. Lapidés<br>Paul D. Lapidés             | Director   | February 20, 2014 |
| /s/ Clunet R. Lewis<br>Clunet R. Lewis             | Director   | February 20, 2014 |
| /s/ Robert H. Naftaly<br>Robert H. Naftaly         | Director   | February 20, 2014 |
| /s/ Ronald L. Piasecki<br>Ronald L. Piasecki       | Director   | February 20, 2014 |
| /s/ Arthur A. Weiss<br>Arthur A. Weiss             | Director   | February 20, 2014 |
| /s/ Brian M. Hermelin<br>Brian M. Hermelin         | Director   | February 20, 2014 |

## SUN COMMUNITIES, INC.

## EXHIBIT INDEX

| Exhibit Number | Description  | Method of Filing   |
|----------------|--|--|
| 3.1            | Amended and Restated Articles of Incorporation of Sun Communities, Inc.  | Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33 69340                       |
| 3.2            | Articles Supplementary, dated October 16, 2006   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated October 16, 2006         |
| 3.3            | Articles of Amendment dated June 13, 1997  | Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A dated November 9, 2012 |
| 3.4            | Articles Supplementary designating 7.125% Series A Cumulative Redeemable Preferred Stock dated November 9, 2012  | Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A dated November 9, 2012 |
| 3.5            | Articles of Amendment dated July 24, 2013  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated July 23, 2013            |
| 3.6            | Second Amended and Restated Bylaws   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated July 23, 2013            |
| 4.1            | Articles Supplementary of Board of Directors of Sun Communities, Inc. Designating a Series of Preferred Stock  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated September 29, 1999       |
| 4.2            | Articles Supplementary of Board of Directors Classifying and Designating a Series of Preferred Stock as Junior Participating Preferred Stock and Fixing Distribution and Other Preferences and Rights of Such Series | Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A dated June 3, 2008     |
| 4.3            | Rights Agreement, dated as of June 2, 2008, between Sun Communities, Inc. and Computershare Trust Company, N.A., as Rights Agent   | Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A dated June 3, 2008     |
| 4.4            | Sun Communities, Inc. Equity Incentive Plan#   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated July 22, 2009            |
| 4.7            | Registration Rights Agreement dated June 23, 2011 among Sun Communities, Inc., and the holders of Series A-1 Preferred Units that are parties thereto  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated June 23, 2011            |
| 4.8            | First Amendment to Registration Rights Agreement dated as of February 3, 2014 among Sun Communities, Inc., and the holders of Series A-1 Preferred   | Filed herewith   |

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Units that are parties thereto

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| 4.9  | Form of certificate evidencing common stock  | Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A dated November 9, 2012       |
| 4.10 | Form of certificate evidencing 7.125% Series A Cumulative Redeemable Preferred Stock   | Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A dated November 9, 2012       |
| 4.11 | Articles Supplementary canceling and reclassifying 9.125% Series A Cumulative Redeemable Perpetual Preferred Stock dated November 9, 2012                | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 9, 2012               |
| 4.12 | Registration Rights Agreement dated February 8, 2013 among Sun Communities, Inc., and the holders of Series A-3 Preferred Units that are parties thereto | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated February 6, 2013               |
| 10.1 | Form of Stock Option Agreement between Sun Communities, Inc. and certain directors, officers and other individuals#                                      | Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33 69340                             |
| 10.2 | Amended and Restated 1993 Non-Employee Director Stock Option Plan#   | Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33 80972                             |
| 10.3 | Form of Non-Employee Director Stock Option Agreement between Sun Communities, Inc. and certain directors#  | Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33 80972                             |
| 10.4 | Second Amended and Restated Agreement of Limited Partnership of Sun Communities Operating Limited Partnership  | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1996 |
| 10.5 | Long Term Incentive Plan#  | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1997 |

SUN COMMUNITIES, INC.

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| 10.6  | Second Amended and Restated 1993 Stock Option Plan#   | Incorporated by reference to Sun Communities, Inc.'s Proxy Statement, dated April 20, 1999  |
| 10.7  | One Hundred Third Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated September 29, 1999                                      |
| 10.8  | One Hundred Eleventh Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership  | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001                          |
| 10.9  | One Hundred Thirty-Sixth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership  | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001                          |
| 10.10 | One Hundred Forty-Fifth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership   | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001                          |
| 10.11 | Lease, dated November 1, 2002, by and between the Operating Partnership as Tenant and American Center LLC as Landlord   | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, December 31, 2002, as amended |
| 10.12 | Fixed Facility Note dated April 5, 2004 made by Sun Secured Financing LLC, Aspen - Ft. 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  | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004                        |
| 10.13 | Fixed Facility Note dated April 28, 2004 made by Sun 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 \$100,000,000   | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004                        |
| 10.14 | Variable Facility Note dated April 28, 2004 made by Sun 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 \$60,275,000 | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004                        |
| 10.15 | One Hundred Seventy-Second Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership  | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004                          |
| 10.16 | Form of Restricted Stock Award Agreement#   |   |

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|       |   | Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004    |
| 10.17 | 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   | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 |
| 10.18 | 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   | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 |
| 10.19 | 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   | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 |
| 10.20 | Mortgage and Security Agreement dated January 4, 2007 made by High Point Associates, L.P., in favor of Lehman Brothers Bank, FSB  | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 |
| 10.21 | 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   | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 |
| 10.22 | Mortgage and Security Agreement dated January 5, 2007 made by Sea Breeze Limited Partnership in favor of Lehman Brothers Bank, FSB  | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 |
| 10.23 | Restricted Stock Award Agreement between Sun Communities, Inc. and John B. McLaren, dated February 5, 2008#   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated February 4, 2008                  |
| 10.24 | Restricted Stock Award Agreement between Sun Communities, Inc. and Karen J. Dearing, dated February 5, 2008#  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated February 4, 2008                  |
| 10.25 | Loan Agreement dated March 1, 2011 among Sun Siesta Bay LLC, Sun Pheasant Ridge Limited Partnership, Sun/York L.L.C., Sun Richmond LLC, Sun Groves LLC, Sun Lake Juliana LLC, Sun Lake San Marino LLC, Sun Candlelight Village LLC, Sun Southfork LLC, Sun Four Seasons LLC and Sun Lafayette Place LLC, as Borrowers, and JPMorgan Chase Bank, National Association, as Lender | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated March 1, 2011                     |





SUN COMMUNITIES, INC.

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| 10.26 | Promissory Note dated March 1, 2011 in the principal amount of \$115,000,000 by Sun Siesta Bay LLC, Sun Pheasant Ridge Limited Partnership, Sun/York L.L.C., Sun Richmond LLC, Sun Groves LLC, Sun Lake Juliana LLC, Sun Lake San Marino LLC, Sun Candlelight Village LLC, Sun Southfork LLC, Sun Four Seasons LLC and Sun Lafayette Place LLC, as Borrowers, in favor of JPMorgan Chase Bank, National Association, as Lender | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated March 1, 2011                         |
| 10.27 | Employment Agreement dated March 7, 2011 among Sun Communities, Inc., Sun Communities Operating Limited Partnership and John B. McLaren#   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated March 7, 2011                         |
| 10.28 | Employment Agreement dated March 7, 2011 among Sun Communities, Inc., Sun Communities Operating Limited Partnership and Karen J. Dearing#  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated March 7, 2011                         |
| 10.29 | Two Hundred Seventy Fifth Amendment to the Second Amended and Restated Limited Partnership Agreement of Sun Communities Operating Limited Partnership dated as of June 23, 2011  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated June 23, 2011                         |
| 10.30 | First Amendment to Second Amended and Restated Master Credit Facility Agreement dated October 3, 2011, 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, PNC Bank, National Association and Fannie Mae  | Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 |
| 10.31 | Variable Facility Note dated January 3, 2012 made by 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 in favor of PNC Bank, National Association, in the original principal amount of \$152,362,500   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 3, 2012                       |
| 10.32 | Variable Facility Note dated January 3, 2012 made by 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 in favor of PNC Bank, National Association, in the original principal amount of \$10,000,000  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 3, 2012                       |
| 10.33 | Third Lease Modification dated October 31, 2011 by and between the Operating Partnership as Tenant and American Center LLC as Landlord   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 10-K for the year ended December 31, 2011       |
| 10.34 | First Amended and Restated 2004 Non-Employee Director Option Plan#   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated July 19, 2012                         |
| 10.35 | Loan commitment letter dated October 3, 2012, among Sun Rudgate Lender LLC, Rudgate Village Company Limited Partnership, Rudgate Clinton Company Limited Partnership and Rudgate Clinton Estates L.L.C and certain guarantors named therein  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated October 3, 2012                       |
| 10.36 |  |   |

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|       | Two Hundred Eighty Third Amendment to the Second Amended and Restated Limited Partnership Agreement of Sun Communities Operating Limited Partnership dated November 14, 2012  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 9, 2012  |
| 10.37 | Loan Agreement dated November 15, 2012 among Ladder Capital Finance LLC, Rudgate Village SPE, LLC, Rudgate Clinton SPE, LLC and Rudgate Clinton Estates SPE, LLC  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.38 | Promissory Note dated November 15, 2012 made by Rudgate Village SPE, LLC, Rudgate Clinton SPE, LLC and Rudgate Clinton Estates SPE, LLC, in favor of Ladder Capital Finance LLC, in the original principal amount of \$45,900,000   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.39 | Guaranty of Recourse Obligations dated November 15, 2012 made by Sun Communities Operating Limited Partnership in favor of Ladder Capital Finance LLC   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.40 | Mezzanine Loan Agreement dated November 14, 2012 among Sun Rudgate Lender LLC, Rudgate Village Holdings, LLC, Rudgate Clinton Holdings, LLC and Rudgate Clinton Estates Holdings, LLC   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.41 | Promissory Note (Mezzanine) dated November 14, 2012 made by Rudgate Village Holdings, LLC, Rudgate Clinton Holdings, LLC and Rudgate Clinton Estates Holdings, LLC, in favor of Sun Rudgate Lender LLC, in the maximum principal amount of up to \$25,000,000                                     | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.42 | Future Advance Promissory Note (Mezzanine) dated November 14, 2012 made by Rudgate Village Holdings, LLC, Rudgate Clinton Holdings, LLC and Rudgate Clinton Estates Holdings, LLC, in favor of Sun Rudgate Lender LLC, in the maximum principal amount of up to \$15,000,000                      | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.43 | Property Management Agreement dated November 14, 2012 between Rudgate Village SPE, LLC and Sun Home Services, Inc.  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.44 | Property Management Agreement dated November 14, 2012 among Rudgate Clinton SPE, LLC, Rudgate Clinton Estates SPE, LLC and Sun Home Services, Inc.  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated November 14, 2012 |
| 10.45 | Credit Agreement, dated February 6, 2013, by and among Sun Communities Operating Limited Partnership, Sun Communities, Inc., certain of its wholly owned subsidiaries, Bank of Montreal, as administrative agent and lender, and BMO Capital Markets, as sole lead arranger and sole book manager | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated February 6, 2013  |
| 10.46 | At the Market Offering Sales Agreement, dated May 10, 2012, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, BMO Capital Markets Corp. and Liquidnet, Inc.   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated May 10, 2012      |
| 10.47 | Two Hundred Eighty Seventh Amendment to the Second Amended and Restated Limited Partnership Agreement of Sun Communities Operating Limited Partnership dated as of February 8, 2013   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated February 6, 2013  |

SUN COMMUNITIES, INC.

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| 10.48 | Employment Agreement dated June 20, 2013 among Sun Communities, Inc., Sun Communities Operating Limited Partnership and Gary A. Shiffman#   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated June 20, 2013     |
| 10.49 | Loan Agreement dated December 31, 2013 among Bank of America N.A., as lender, and Aspen-Alpine Project, LLC, Sun Cobus Green LLC, Aspen-Country Project, LLC, Sun Pool 3 LLC, Sun Rainbow RV LLC, Sun Tampa East, LLC, Country Hills Village Mobile Home Park, LLC, Dutton Mill Village, LLC and Sun Forest Meadows LLC, as borrowers   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated December 31, 2013 |
| 10.50 | Loan Agreement dated December 31, 2013 among Bank of America N.A., as lender, and Sun Big Timber RV LLC, Cider Mill Village Mobile Home Park, LLC, Sun Continental North LLC, Aspen-Byron Project, LLC, Sun Camelot Villa LLC, Sun Fisherman's Cove LLC, Sun Gold Coaster LLC, Sun Pine Hills LLC and Aspen-Town & Country Associates II, LLC, as borrowers                                   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated December 31, 2013 |
| 10.51 | Promissory Note dated December 31, 2013 in the original principal amount of \$72,438,339 made by Aspen-Alpine Project, LLC, Sun Cobus Green LLC, Aspen-Country Project, LLC, Sun Pool 3 LLC, Sun Rainbow RV LLC, Sun Tampa East, LLC, Country Hills Village Mobile Home Park, LLC, Dutton Mill Village, LLC and Sun Forest Meadows LLC in favor of Bank of America N.A.                       | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated December 31, 2013 |
| 10.52 | Promissory Note dated December 31, 2013 in the original principal amount of \$69,061,661 made by Sun Big Timber RV LLC, Cider Mill Village Mobile Home Park, LLC, Sun Continental North LLC, Aspen-Byron Project, LLC, Sun Camelot Villa LLC, Sun Fisherman's Cove LLC, Sun Gold Coaster LLC, Sun Pine Hills LLC and Aspen-Town & Country Associates II, LLC in favor of Bank of America N.A. | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated December 31, 2013 |
| 10.53 | Master Loan Agreement, dated January 24, 2014, among Sun Ariana LLC, Sun Island Lakes LLC, Sun Kings Lake LLC, and Sun Indian Creek LLC, collectively as borrowers, and the Northwestern Mutual Life Insurance Company, as lender   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 30, 2014  |
| 10.54 | Amended and Restated Renewal Promissory Note dated January 24, 2014, made by Sun Ariana LLC, in favor of the Northwestern Mutual Life Insurance Company in the original principal amount of \$6,000,000   | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 30, 2014  |
| 10.55 | Amended and Restated Renewal Promissory Note dated January 24, 2014, made by Sun Island Lakes LLC, in favor of the Northwestern Mutual Life Insurance Company in the original principal amount of \$13,000,000  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 30, 2014  |
| 10.56 | Amended and Restated Renewal Promissory Note dated January 24, 2014, made by Sun Indian Creek LLC, in favor of the Northwestern Mutual Life Insurance Company in the original principal amount of \$70,000,000  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 30, 2014  |
| 10.57 | Amended and Restated Renewal Promissory Note dated January 24, 2014, made by Sun Kings Lake LLC, in favor of the Northwestern Mutual Life Insurance Company in the original principal amount of \$10,000,000  | Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K dated January 30, 2014  |
| 21.1  | List of Subsidiaries of Sun Communities, Inc.   | Filed herewith  |
| 23.1  | Consent of Grant Thornton LLP   | Filed herewith  |

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|       |  |                    |
|-------|--|--------------------|
| 23.2  | Consent of Baker Tilly Virchow Krause, LLP   | Filed herewith     |
| 31.1  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Filed herewith     |
| 31.2  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Filed herewith     |
| 32.1  | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   | Furnished herewith |
| 99.1  | Financial Statements of Origen Financial, Inc. for the year ended December 31, 2013  | Filed herewith     |
| 101.1 | The following Sun Communities, Inc. financial information, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2013 and 2012, (ii) Consolidated Statements of Operations for the Years Ended December 31, 2013, 2012 and 2011, (iii) Consolidated Statements of Stockholders' Equity (Deficit) and Comprehensive Loss for the Years Ended December 31, 2013, 2012 and 2011, (v) Consolidated Statements of Cash Flows, for the Years Ended December 31, 2013, 2012 and 2011; (v) Notes to Consolidated Financial Statements, and (vi) Schedule III - Real Estate and Accumulated Depreciation | Filed herewith     |

#Management contract or compensatory plan or arrangement.

SUN COMMUNITIES, INC.

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FINANCIAL STATEMENT SCHEDULE

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SUN COMMUNITIES, INC.

Management's Report on Internal Control Over Financial Reporting

Management 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. Our 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 our assets;

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 are being made only in accordance with authorization of our management and directors; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our 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 our internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria for effective internal control over financial reporting set forth in "Internal Control – Integrated Framework (1992)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that, as of December 31, 2013, our internal control over financial reporting was effective.

Grant Thornton LLP, an independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting as of December 31, 2013, and their report is included herein.

SUN COMMUNITIES, INC.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
Sun Communities, Inc.

We have audited the internal control over financial reporting of Sun Communities, Inc. (a Maryland corporation) and subsidiaries (the "Company") as of December 31, 2013, based on criteria established in the 1992 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's 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 the Company's 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.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 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 financial statements of the Company as of and for the year ended December 31, 2013, and our report dated February 20, 2014 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP



GRANT THORNTON LLP

Southfield, Michigan  
February 20, 2014

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SUN COMMUNITIES, INC.

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. (a Maryland corporation) and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, stockholders' equity (deficit), and cash flows for each of the three years in the period ended December 31, 2013. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Sun Communities, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 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 consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 20, 2014 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP  
GRANT THORNTON LLP

Southfield, Michigan  
February 20, 2014

SUN COMMUNITIES, INC.  
CONSOLIDATED BALANCE SHEETS  
(In thousands, except per share amounts)

|   | As of December 31, |                    |
|---|--------------------|--------------------|
|   | 2013               | 2012               |
| <b>ASSETS</b>   |                    |                    |
| Investment property, net (including \$56,805 and \$56,326 for consolidated variable interest entities at December 31, 2013 and December 31, 2012; see Note 8)   | \$1,755,052        | \$1,518,136        |
| Cash and cash equivalents   | 4,753              | 29,508             |
| Inventory of manufactured homes   | 5,810              | 7,527              |
| Notes and other receivables, net  | 164,685            | 139,850            |
| Other assets  | 68,936             | 59,607             |
| <b>TOTAL ASSETS</b>   | <b>\$1,999,236</b> | <b>\$1,754,628</b> |
| <b>LIABILITIES</b>  |                    |                    |
| Debt (including \$45,209 and \$45,900 for consolidated variable interest entities at December 31, 2013 and December 31, 2012; see Note 8)                       | \$1,311,437        | \$1,423,720        |
| Lines of credit   | 181,383            | 29,781             |
| Other liabilities   | 109,342            | 88,137             |
| <b>TOTAL LIABILITIES</b>  | <b>\$1,602,162</b> | <b>\$1,541,638</b> |
| Commitments and contingencies   |                    |                    |
| <b>STOCKHOLDERS' EQUITY</b>   |                    |                    |
| Preferred stock, \$0.01 par value. Authorized: 10,000 shares;<br>Issued and outstanding: 3,400 shares at December 31, 2013 and December 31, 2012                | \$34               | \$34               |
| Common stock, \$0.01 par value. Authorized: 90,000 shares;<br>Issued and outstanding: 36,140 shares at December 31, 2013 and 29,755 shares at December 31, 2012 | 361                | 298                |
| Additional paid-in capital  | 1,141,590          | 876,620            |
| Accumulated other comprehensive loss  | (366)              | (696)              |
| Distributions in excess of accumulated earnings   | (761,112)          | (683,734)          |
| Total Sun Communities, Inc. stockholders' equity  | 380,507            | 192,522            |
| Noncontrolling interests:   |                    |                    |
| Series A-1 preferred OP units   | 45,548             | 45,548             |
| Series A-3 preferred OP units   | 3,463              | —                  |
| Common OP units   | (31,907)           | (24,572)           |
| Consolidated variable interest entities   | (537)              | (508)              |
| Total noncontrolling interests  | 16,567             | 20,468             |
| <b>TOTAL STOCKHOLDERS' EQUITY</b>   | <b>397,074</b>     | <b>212,990</b>     |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>   | <b>\$1,999,236</b> | <b>\$1,754,628</b> |

See accompanying Notes to Consolidated Financial Statements.

SUN COMMUNITIES, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

|   | Year Ended December 31, |           |           |
|---|-------------------------|-----------|-----------|
|   | 2013                    | 2012      | 2011      |
| <b>REVENUES</b>   |                         |           |           |
| Income from real property   | \$313,097               | \$255,761 | \$223,613 |
| Revenue from home sales   | 54,852                  | 45,147    | 32,252    |
| Rental home revenue   | 32,500                  | 26,589    | 22,290    |
| Ancillary revenues, net   | 1,151                   | (180)     | 7         |
| Interest  | 13,073                  | 11,018    | 9,509     |
| Brokerage commissions and other income, net                                 | 549                     | 617       | 929       |
| Total revenues  | 415,222                 | 338,952   | 288,600   |
| <b>COSTS AND EXPENSES</b>   |                         |           |           |
| Property operating and maintenance  | 87,637                  | 68,839    | 59,190    |
| Real estate taxes   | 22,284                  | 19,207    | 17,547    |
| Cost of home sales  | 40,297                  | 34,918    | 25,392    |
| Rental home operating and maintenance                                       | 20,435                  | 18,141    | 16,196    |
| General and administrative - real property                                  | 25,941                  | 20,037    | 19,704    |
| General and administrative - home sales and rentals                         | 9,913                   | 8,316     | 7,571     |
| Acquisition related costs   | 3,928                   | 4,296     | 1,971     |
| Depreciation and amortization   | 110,078                 | 89,674    | 74,193    |
| Asset impairment charge   | —                       | —         | 1,382     |
| Interest  | 73,339                  | 67,859    | 64,606    |
| Interest on mandatorily redeemable debt                                     | 3,238                   | 3,321     | 3,333     |
| Total expenses  | 397,090                 | 334,608   | 291,085   |
| Income (loss) before income taxes and distributions from affiliate          | 18,132                  | 4,344     | (2,485)   |
| Provision for state income taxes  | (234)                   | (249)     | (150)     |
| Distributions from affiliate  | 2,250                   | 3,900     | 2,100     |
| Net income (loss)   | 20,148                  | 7,995     | (535)     |
| Less: Preferred return to Series A-1 preferred OP units                     | 2,598                   | 2,329     | 1,222     |
| Less: Preferred return to Series A-3 preferred OP units                     | 166                     | —         | —         |
| Less: Amounts attributable to noncontrolling interests                      | 718                     | (318)     | (671)     |
| Net income (loss) attributable to Sun Communities, Inc.                     | 16,666                  | 5,984     | (1,086)   |
| Less: Series A preferred stock distributions                                | 6,056                   | 1,026     | —         |
| Net income (loss) attributable to Sun Communities, Inc. common stockholders | \$10,610                | \$4,958   | \$(1,086) |
| Weighted average common shares outstanding:                                 |                         |           |           |
| Basic   | 34,732                  | 27,255    | 21,147    |
| Diluted   | 34,747                  | 27,272    | 21,147    |
| Earnings (loss) per share:  |                         |           |           |
| Basic   | \$0.31                  | \$0.18    | \$(0.05)  |
| Diluted   | \$0.31                  | \$0.18    | \$(0.05)  |

See accompanying Notes to Consolidated Financial Statements.



SUN COMMUNITIES, INC.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (In thousands)

|  | Year Ended December 31, |         |         |   |
|--|-------------------------|---------|---------|---|
|  | 2013                    | 2012    | 2011    |   |
| Net income (loss)  | \$20,148                | \$7,995 | \$(535) | ) |
| Unrealized gain on interest rate swaps   | 362                     | 643     | 1,048   |   |
| Total comprehensive income   | 20,510                  | 8,638   | 513     |   |
| Less: Comprehensive income (loss) attributable to the noncontrolling interests | 750                     | (252)   | ) (576) | ) |
| Comprehensive income attributable to Sun Communities, Inc.                     | \$19,760                | \$8,890 | \$1,089 |   |

See accompanying Notes to Consolidated Financial Statements.

SUN COMMUNITIES, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)  
(In thousands)

|  | 7.125%<br>Series A<br>Cumulative<br>Redeemable<br>Preferred<br>Stock | Common<br>Stock | Additional<br>Paid-In<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Distributions<br>in Excess of<br>Accumulated<br>Earnings | Non-Controlling<br>Interests | Total<br>Stockholders'<br>Equity<br>(Deficit) |
|--|--|-----------------|----------------------------------|---|--|------------------------------|---|
| Balance as of<br>December 31, 2010                               | \$ —   | \$ 199          | \$ 431,749                       | \$ (2,226 )   | \$ (549,625 )  | \$ (12,481 )                 | \$ (132,384 )                                 |
| Issuance of common<br>stock from exercise of<br>options, net     | —  | —               | 841                              | —   | —  | —                            | 841   |
| Issuance and associated<br>costs of common stock,<br>net         | —  | 19              | 58,347                           | —   | —  | —                            | 58,366  |
| Issuance of preferred<br>OP units                                | —  | —               | —                                | —   | —  | 45,548                       | 45,548  |
| Share-based<br>compensation -<br>amortization and<br>forfeitures | —  | —               | 1,462                            | —   | 79   | —                            | 1,541   |
| Net income (loss)  | —  | —               | —                                | —   | 136  | (671 )                       | (535 )  |
| Unrealized gain on<br>interest rate swaps                        | —  | —               | —                                | 953   | —  | 95                           | 1,048   |
| Distributions  | —  | —               | —                                | —   | (68,543 )  | (6,537 )                     | (75,080 )                                     |
| Balance as of<br>December 31, 2011                               | \$ —   | \$ 218          | \$ 492,399                       | \$ (1,273 )   | \$ (617,953 )  | \$ 25,954                    | \$ (100,655 )                                 |
| Issuance of common<br>stock from exercise of<br>options, net     | —  | —               | 166                              | —   | —  | —                            | 166   |
| Issuance and associated<br>costs of common stock,<br>net         | —  | 80              | 300,554                          | —   | —  | —                            | 300,634                                       |
| Issuance and associated<br>costs of Series A<br>preferred stock  | 34   | —               | 82,166                           | —   | —  | —                            | 82,200  |
| Share-based<br>compensation -<br>amortization and<br>forfeitures | —  | —               | 1,335                            | —   | 90   | —                            | 1,425   |
| Net income (loss)  | —  | —               | —                                | —   | 8,313  | (318 )                       | 7,995   |
| Unrealized gain on<br>interest rate swaps                        | —  | —               | —                                | 577   | —  | 66                           | 643   |
| Distributions  | —  | —               | —                                | —   | (74,184 )  | (5,234 )                     | (79,418 )                                     |
| Balance as of<br>December 31, 2012                               | \$ 34  | \$ 298          | \$ 876,620                       | \$ (696 )   | \$ (683,734 )  | \$ 20,468                    | \$ 212,990                                    |
|  | —  | —               | 201                              | —   | —  | —                            | 201   |

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|   |       |         |              |           |               |           |            |
|---|-------|---------|--------------|-----------|---------------|-----------|------------|
| Issuance of common stock from exercise of options, net  |       |         |              |           |               |           |            |
| Issuance and associated costs of common stock, — net    | 63    | 261,697 | —            | —         | —             |           | 261,760    |
| Issuance of preferred OP units                          | —     | —       | —            | —         | —             | 3,463     | 3,463      |
| Share-based compensation - amortization and forfeitures | —     | —       | 3,072        | —         | 127           | —         | 3,199      |
| Net income  | —     | —       | —            | —         | 19,430        | 718       | 20,148     |
| Unrealized gain on interest rate swaps                  | —     | —       | —            | 330       | —             | 32        | 362        |
| Distributions   | —     | —       | —            | —         | (96,935 )     | (8,114 )  | (105,049 ) |
| Balance as of December 31, 2013                         | \$ 34 | \$ 361  | \$ 1,141,590 | \$ (366 ) | \$ (761,112 ) | \$ 16,567 | \$ 397,074 |

See accompanying Notes to Consolidated Financial Statements.



SUN COMMUNITIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

|  | Year Ended December 31, |                   |                   |
|--|-------------------------|-------------------|-------------------|
|  | 2013                    | 2012              | 2011              |
| <b>OPERATING ACTIVITIES:</b>   |                         |                   |                   |
| Net income (loss)  | \$20,148                | \$7,995           | \$(535 )          |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                         |                   |                   |
| Gain (loss) from dispositions  | (867 )                  | (99 )             | —                 |
| Asset impairment charges   | —                       | —                 | 1,382             |
| (Gain) loss on valuation of derivative instruments                                       | —                       | (4 )              | 13                |
| Share-based compensation   | 3,199                   | 1,463             | 1,609             |
| Depreciation and amortization  | 105,210                 | 86,487            | 73,484            |
| Amortization of deferred financing costs   | 2,713                   | 1,619             | 1,707             |
| Distributions from affiliate   | (2,250 )                | (3,900 )          | (2,100 )          |
| Change in notes receivable from financed sales of inventory homes, net of repayments     | (8,772 )                | (8,583 )          | (5,868 )          |
| Change in inventory, other assets and other receivables, net                             | (3,229 )                | (1,211 )          | (18,461 )         |
| Change in other liabilities  | (1,469 )                | 3,484             | 12,080            |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>   | <b>114,683</b>          | <b>87,251</b>     | <b>63,311</b>     |
| <b>INVESTING ACTIVITIES:</b>   |                         |                   |                   |
| Investment in properties   | (179,413 )              | (125,075 )        | (87,720 )         |
| Acquisitions of properties   | (122,176 )              | (249,317 )        | (77,171 )         |
| Investment in note receivable of acquired properties                                     | (49,441 )               | —                 | —                 |
| Proceeds related to affiliate dividend distribution                                      | 2,250                   | 3,900             | 2,100             |
| Proceeds related to disposition of land  | —                       | 172               | —                 |
| Proceeds (financing) related to disposition of assets and depreciated homes, net         | (1,017 )                | 936               | 3,859             |
| Issuance of notes and other receivables  | (3,841 )                | (6,440 )          | (1,192 )          |
| Repayments of notes and other receivables  | 1,226                   | 605               | 796               |
| <b>NET CASH USED FOR INVESTING ACTIVITIES</b>  | <b>(352,412 )</b>       | <b>(375,219 )</b> | <b>(159,328 )</b> |
| <b>FINANCING ACTIVITIES:</b>   |                         |                   |                   |
| Issuance and associated costs of common stock, OP units, and preferred OP units, net     | 261,760                 | 300,634           | 58,366            |
| Net proceeds from stock option exercise  | 201                     | 166               | 841               |
| Net proceeds from issuance of Series A Preferred Stock                                   | —                       | 82,200            | —                 |
| Distributions to stockholders, OP unit holders, and preferred OP unit holders            | (100,403 )              | (73,371 )         | (60,034 )         |
| Payments to retire preferred operating partnership units                                 | (300 )                  | —                 | —                 |
| Borrowings on lines of credit  | 415,410                 | 253,195           | 214,631           |
| Payments on lines of credit  | (263,808 )              | (352,448 )        | (180,124 )        |
| Proceeds from issuance of other debt   | 175,507                 | 192,278           | 200,615           |
| Payments on other debt   | (269,400 )              | (89,004 )         | (137,330 )        |
| Payments for deferred financing costs  | (5,993 )                | (2,031 )          | (3,511 )          |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>   | <b>212,974</b>          | <b>311,619</b>    | <b>93,454</b>     |
| Net change in cash and cash equivalents  | (24,755 )               | 23,651            | (2,563 )          |
| Cash and cash equivalents, beginning of period   | 29,508                  | 5,857             | 8,420             |
| Cash and cash equivalents, end of period   | \$4,753                 | \$29,508          | \$5,857           |
| <b>SUPPLEMENTAL INFORMATION:</b>   |                         |                   |                   |
| Cash paid for interest (net of capitalized interest of \$678, \$0 and \$0, respectively) | \$61,268                | \$79,400          | \$55,560          |

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|  |          |          |          |
|--|----------|----------|----------|
| Cash paid for interest on mandatorily redeemable debt                  | \$3,238  | \$3,326  | \$3,331  |
| Cash paid for state income taxes                                       | \$155    | \$320    | \$523    |
| Noncash investing and financing activities:                            |          |          |          |
| Unrealized gain on interest rate swaps                                 | \$362    | \$643    | \$1,048  |
| Reduction in secured borrowing balance                                 | \$17,906 | \$13,680 | \$11,104 |
| Change in distributions declared and outstanding                       | \$4,646  | \$21,093 | \$15,046 |
| Noncash investing and financing activities at the date of acquisition: |          |          |          |
| Acquisitions - Series A-1 preferred OP units issued                    | \$—      | \$—      | \$45,548 |
| Acquisitions - Series A-3 preferred OP units issued                    | \$3,463  | \$—      | \$—      |
| Acquisitions - debt assumed  | \$—      | \$62,826 | \$52,398 |
| Acquisitions - other liabilities                                       | \$—      | \$880    | \$4,982  |
| Acquisitions - release of note receivable and accrued interest         | \$49,441 | \$—      | \$—      |
| See accompanying Notes to Consolidated Financial Statements.           |          |          |          |

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SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 1. Summary of Significant Accounting Policies

### Business

Sun Communities, Inc., a Maryland corporation, together with the Sun Communities Operating Limited Partnership, a Michigan limited partnership (the "Operating Partnership") and other consolidated subsidiaries are referred to herein as the "Company", "us", "we", and "our". We are a self-administered and self-managed real estate investment trust ("REIT").

We own, operate, and develop manufactured housing ("MH") and recreational vehicle ("RV") communities concentrated in the midwestern, southern, southeastern and northeastern United States. As of December 31, 2013, we owned and operated a portfolio of 188 properties located in 26 states (the "Properties"), including 150 MH communities, 27 RV communities, and 11 properties containing both MH and RV sites. As of December 31, 2013, the Properties contained an aggregate of 69,789 developed sites comprised of 54,168 developed manufactured home sites, 7,633 annual RV sites (inclusive of both annual and seasonal usage rights), 7,988 transient RV sites, and approximately 6,300 additional MH and RV sites suitable for development.

### Principles of Consolidation

The accompanying financial statements include our accounts and all majority-owned and controlled subsidiaries, including entities in which we have a controlling interest or have been determined to be the primary beneficiary of a variable interest entity ("VIE"). All inter-company transactions have been eliminated in consolidation. Any subsidiaries, in which we have an ownership percentage equal to or greater than 50%, but less than 100%, represent subsidiaries with a noncontrolling interest. The noncontrolling interests in our subsidiaries are allocated their proportionate share of the subsidiaries' financial results. This allocation is recorded as the noncontrolling interest in our consolidated financial statements.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States ("GAAP") requires management to make estimates and assumptions related to the reported amounts included in our consolidated financial statements and accompanying footnote disclosures. Actual results could differ from those estimates.

### Reclassifications

Certain reclassifications have been made to prior periods' financial statements in order to conform to current period presentation.

### Investment Property

Investment property is recorded at cost, less accumulated depreciation. We review the carrying value of long-lived assets to be held and used for impairment quarterly or whenever events or changes in circumstances indicate a possible impairment. Circumstances that may prompt a test of recoverability may include a significant decrease in the 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. An impairment loss is recognized when a long-lived asset's carrying value is not recoverable and exceeds estimated fair value. We estimate

the fair value of our long-lived assets based on discounted future cash flows and any potential disposition proceeds for a given asset. Forecasting cash flows requires management to make estimates and assumptions about such variables as the estimated holding period, rental rates, occupancy and operating expenses during the holding period, as well as disposition proceeds. Management uses its best judgment when developing these estimates and assumptions, but the development of the projected future cash flows is based on subjective variables. Future events could occur which would cause us to conclude that impairment indicators exist, and significant adverse changes in national, regional, or local market conditions or trends may cause us to change the estimates and assumptions used in our impairment analysis. The results of an impairment analysis could be material to our financial statements.

We periodically receive offers from interested parties to purchase certain of our properties. These offers may be the result of an active program initiated by us to sell the property, or from an unsolicited offer to purchase the property. The typical sale process involves a significant negotiation and due diligence period between us and the potential purchaser. As the intent of this process is

SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

to determine if there are items that would cause the purchaser to be unwilling to purchase or we would be unwilling to sell, it is not unusual for such potential offers of sale/purchase to be withdrawn as such issues arise. We classify assets as "held for sale" when it is probable, in our opinion, that a sale transaction will be completed within one year. This typically occurs when all significant contingencies surrounding the closing have been resolved, which often corresponds with the closing date.

We allocate the purchase price of properties to net tangible and identified intangible assets acquired based on their fair values. In making estimates of fair values for purposes of allocating purchase price, we utilize an independent third party to value the net tangible and identified intangible assets in connection with the acquisition of the respective property. We provide historical and pro forma financial information obtained about each property, as well as any other information needed in order for the third party to ascertain the fair value of the tangible and intangible assets (including in-place leases) acquired.

Other Capitalized Costs

We capitalize certain costs incurred in connection with the development, redevelopment, capital enhancement and leasing of our 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 our 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 our computer systems are capitalized and amortized over the estimated useful lives of the related software and hardware. Costs incurred to obtain new financing are capitalized and amortized over the terms of the related loan agreement using the straight-line method (which approximates the effective interest method).

Cash and Cash Equivalents

We consider all highly liquid investments with a maturity of three months or less from the date of purchase to be cash and cash equivalents. The maximum amount of credit risk arising from cash deposits in excess of federally insured amounts was approximately \$5.7 million as of December 31, 2013. We had no cash deposits in excess of federally insured amounts as of December 31, 2012. From time to time, we may have cash deposits in excess of federally insured amounts.

Inventory

Inventory of manufactured homes is stated at lower of specific cost or market based on the specific identification method.

Investments in Affiliates

Investments in affiliates in which we do not have a controlling direct or indirect voting interest, but can exercise significant influence over the entity with respect to its operations and major decisions, are accounted for using the equity method of accounting. The carrying value of our investment is adjusted for our proportionate share of the affiliate's net income or loss and reduced by distributions received. We review the carrying value of our investment in affiliates for other than temporary impairment whenever events or changes in circumstances indicate a possible impairment. Financial condition, operational performance, and other economic trends are some of the factors we consider when we evaluate the existence of impairment indicators. When we have a carrying value of zero for our investment, we suspend the equity method of accounting until such time that the affiliate's net income equals or exceeds the share of net losses not recognized during the time in which the equity method of accounting was suspended. See Note 7 for additional information.

#### Notes and Other Receivables

We provide financing to purchasers of manufactured homes generally located in our communities. The notes are collateralized by the underlying manufactured home sold. Notes receivable include both installment loans retained by the Company as well as transferred loans that have not met the requirements for sale accounting which are presented herein as collateralized receivables (See Note 5 for additional information). For purposes of accounting policy, all notes receivable are considered one homogenous segment, as the notes are typically underwritten using the same requirements and terms. Notes receivable are reported at their

SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

outstanding unpaid principal balance adjusted for an allowance for loan loss. Interest income is accrued based upon the unpaid principal balance of the loans.

Past due status of our notes receivable is determined based upon the contractual terms of the note. When a note receivable becomes 60 days delinquent, we stop accruing interest on the note receivable. The interest on nonaccrual loans is accounted for on the cash basis until qualifying for return to accrual. Loans are returned to accrual when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. Loans on a nonaccrual status were immaterial at December 31, 2013 and 2012. The ability to collect our notes receivable is measured based on current and historical information and events. We consider numerous factors including: length of delinquency, estimated costs to lease or sell, and repossession history. Our experience supports a high recovery rate for notes receivable; however there is some degree of uncertainty about the recoverability of our investment in these notes receivable. We are generally able to recover our recorded investment in uncollectible notes receivable by repossessing the homes on the notes retained by us and repurchasing the homes on the collateralized receivables, and subsequently selling or leasing these homes to potential residents in our communities. We have established a loan loss reserve based on our estimated unrecoverable costs associated with repossessed/repurchased homes. We estimate our unrecoverable costs to be the repurchase price of the home collateralizing the note receivable plus repair and remarketing costs in excess of the estimated selling price of the home being repossessed. A historical average of this excess cost is calculated based on prior repossessions/repurchases and is applied to our estimated annual future repossessions to create the allowance for both installment and collateralized notes receivable. See Note 5 for additional information.

We evaluate the collectability of a loan based on our ability to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. We generally see that if the obligor is delinquent on the loan they are also delinquent on site rent. If the scheduled payment is delinquent more than five to seven days, dependent on state law, we begin the repossession and eviction process simultaneously. This process generally takes 30 to 45 days; due to the short time frame from delinquent loan to repossession we do not evaluate the notes receivables for impairments. No loans were considered impaired as of December 31, 2013 and 2012.

We evaluate the credit quality of our notes receivable at the inception of the receivable. We consider the following factors in order to determine the credit quality of the applicant - rental payment history; home debt to income ratio; total debt to income ratio; length of employment; previous landlord references; and credit scores.

Other receivables are generally comprised of amounts due from residents for rent and related charges, home sale proceeds receivable from sales near year end and various other miscellaneous receivables. Accounts receivable from residents are typically due within 30 days and stated at amounts due from residents net of an allowance for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. We evaluate the recoverability of our 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 we believe that collection is less than probable, which is generally after a resident balance reaches 60 to 90 days past due.

Restricted Cash

Restricted cash consists of amounts held in deposit at a financial institution to collateralize derivative instruments in a liability position and deposits for tax, insurance and repair escrows held by lenders in accordance with certain debt

agreements. At December 31, 2013 and 2012, \$9.4 million and \$8.9 million of restricted cash, respectively, was included as a component of Other assets on the consolidated balance sheets.

#### Identified Intangible Assets

The Company amortizes identified intangible assets that are determined to have finite lives over the period the assets are expected to contribute directly or indirectly to the future cash flows of the property or business. At December 31, 2013 and 2012, the carrying amounts of the identified intangible assets are included in Other assets on the consolidated balance sheets. See Note 6 for additional information on our intangible assets.



SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Deferred Tax Assets

We are subject to certain state taxes that are considered to be income taxes and have certain subsidiaries that are taxed as regular corporations. Deferred tax assets or liabilities are recognized for temporary differences between the tax basis 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 the available evidence, it is considered more likely than not that some portion or all of the deferred tax assets will not be realized. See Note 13 for additional information.

Deferred Financing Costs

Deferred financing costs include fees and costs incurred to obtain long-term financing. The costs are amortized over the terms of the respective loans. Unamortized deferred financing costs are written off when debt is retired before the maturity date. Upon amendment of the line of credit or refinancing of mortgage debt, unamortized deferred financing costs are accounted for in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 470-50-40, Modifications and Extinguishments. At December 31, 2013 and 2012, deferred financing costs are included as a component of Other assets on the consolidated balance sheets.

Share-Based Compensation

Share-based compensation cost for restricted stock awards is measured based on the closing share price of our common stock on the date of grant. Share-based compensation cost for stock options is estimated at the grant date based on each option's fair-value as calculated by the Binomial (lattice) option-pricing model. The Binomial (lattice) option-pricing model incorporates various assumptions including expected volatility, expected life, dividend yield, and interest rates. Share-based compensation cost for phantom share awards is re-measured based on the closing share price of our common stock at the end of each reporting period. See Note 11 for additional information.

Fair Value of Financial Instruments

Our financial instruments consist of cash and cash equivalents, accounts and notes receivable, accounts payable, derivative instruments, and debt. We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures, pursuant to FASB ASC 820, Fair Value Measurements and Disclosures. See Note 17 for additional information regarding the estimates and assumptions used to estimate the fair value of each class of financial instrument.

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 are generally for one year terms but may range from month-to-month to two years and are renewable by mutual agreement from us 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. Interest income on notes receivable is recorded on a level yield basis over the life of the notes. We report certain taxes collected from the resident and remitted to taxing authorities in revenue. These taxes include certain Florida property and fire taxes.

#### Advertising Costs

Advertising costs are expensed as incurred. As of December 31, 2013, 2012, and 2011, we had advertising costs of \$2.9 million, \$2.5 million and \$2.4 million, respectively.

#### Depreciation and Amortization

Depreciation and amortization are 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, seven to 15 years for furniture, fixtures and equipment, and seven to 15 years for intangible assets.

SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, continued

Derivative Instruments and Hedging Activities

We do not enter into derivative instruments for speculative purposes. We adjust our balance sheet on a quarterly basis to reflect the current fair market value of our derivatives. For those hedges that qualify for cash flow hedge accounting, we adjust our balance sheet on a quarterly basis to reflect current fair market value of our derivatives. Changes in the fair value of derivatives are recorded 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 effective portion of the hedge is recorded in accumulated other comprehensive income. We use 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. See Note 16 for additional information. Cash flows from derivative instruments are classified in the same category as the cash flows of the underlying hedged items, which are in the operating activities section of the consolidated statements of cash flows.

2. Real Estate Acquisitions

2013 Activity:

During the fourth quarter of 2013, we acquired Camelot Villa, an MH community with approximately 712 sites located in Macomb, Michigan, Jellystone Park at Birchwood Acres ("Jellystone at Birchwood"), an RV community with approximately 269 sites located in Woodridge, New York, and Vines RV Resort ("Vines"), an RV community with approximately 130 sites located in Paso Robles, California.

During the second quarter of 2013, we acquired Big Timber Lake RV Resort ("Big Timber Lake"), an RV community with approximately 528 sites located in Cape May, New Jersey, and Jellystone RV Resort ("Jellystone"), an RV community with approximately 299 sites located in North Java, New York.

During the first quarter of 2013, we acquired 10 RV communities from Gwynns Island RV Resort LLC, Indian Creek RV Resort LLC, Lake Laurie RV Resort LLC, Newpoint RV Resort LLC, Peters Pond RV Resort Inc., Seaport LLC, Virginia Tent LLC,

Wagon Wheel Maine LLC, Westward Ho RV Resort LLC and Wild Acres LLC (collectively, "Morgan RV Properties"), with approximately 3,700 sites located in Ohio, Virginia, Maine, Massachusetts, Connecticut, New Jersey and Wisconsin.

2012 Activity:

During the fourth quarter of 2012, we acquired (i) Palm Creek Golf & RV Resort ("Palm Creek"), a community with 283 manufactured home sites, 1,580 RV sites and expansion potential of approximately 550 MH sites or 990 RV sites located in Casa Grande, Arizona; (ii) Lake-In-Wood Camping Resort ("Lake In Wood"), an RV community with approximately 425 sites located in Lancaster County, Pennsylvania; and (iii) Rainbow RV Resort ("Rainbow"), an RV community with approximately 500 sites located in Frostproof, Florida. We also acquired four MH communities (the "Rudgate Acquisition Properties") with approximately 1,996 sites located in southeast Michigan and entered into management agreements with Rudgate Village Company Limited Partnership, Rudgate Clinton Company Limited Partnership and Rudgate Clinton Estates L.L.C. under which we manage two MH communities (the "Rudgate Managed Properties") with approximately 1,598 sites located in southeast Michigan. In addition, we provided mezzanine financing to the Rudgate Managed Properties. The Rudgate Managed Properties are accounted for as variable interest entities and are included in our 2012 acquisition activity (See Note 8 for details).

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During the third quarter of 2012, we acquired Blazing Star RV Resort ("Blazing Star"), an RV community with 260 sites located in San Antonio, Texas and Northville Crossing Manufactured Home Community ("Northville Crossing"), an MH community with 756 sites located in Northville, Michigan.

During the first quarter of 2012, we acquired Three Lakes RV Resort, Blueberry Hill RV Resort and Grand Lake Estates (collectively, the "Additional Florida Properties"), one of which is located in Hudson, Florida, one of which is located in Bushnell, Florida and one of which is located in Orange Lake, Florida, comprised of 1,114 RV sites in the aggregate.

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SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 2. Real Estate Acquisitions, continued

The following table summarizes the amounts of the assets acquired and liabilities assumed recognized at the acquisition dates and the consideration paid for the 2013 acquisitions (in thousands):

| At Acquisition Date                               | 2013                       |            |                       |                  |                               |         | Total     |
|---|----------------------------|------------|-----------------------|------------------|-------------------------------|---------|-----------|
|   | Morgan<br>RV<br>Properties | Jellystone | Big<br>Timber<br>Lake | Camelot<br>Villa | Jellystone<br>at<br>Birchwood | Vines   |           |
| Investment in property                            | \$109,122                  | \$9,754    | \$21,898              | \$22,121         | \$6,087                       | \$8,000 | \$176,982 |
| Inventory of manufactured homes                   | —                          | —          | —                     | 2,324            | —                             | —       | 2,324     |
| Notes and other receivables                       | —                          | —          | —                     | 852              | —                             | —       | 852       |
| In-place leases and other intangible assets       | 2,940                      | 390        | 580                   | 610              | 450                           | —       | 4,970     |
| Other assets                                      | 157                        | 7          | 48                    | 84               | 12                            | 1       | 309       |
| Below market leases                               | —                          | —          | (3,490)               | (240)            | —                             | —       | (3,730)   |
| Other liabilities                                 | (3,697)                    | (930)      | (1,157)               | (546)            | (293)                         | (4)     | (6,627)   |
| Total identifiable assets and liabilities assumed | \$108,522                  | \$9,221    | \$17,879              | \$25,205         | \$6,256                       | \$7,997 | \$175,080 |
| Consideration                                     |                            |            |                       |                  |                               |         |           |
| Cash  | \$55,618                   | \$9,221    | \$17,879              | \$25,205         | \$6,256                       | \$7,997 | \$122,176 |
| Series A-3 preferred OP units (1)                 | 3,463                      | —          | —                     | —                | —                             | —       | 3,463     |
| Extinguishment of note receivable                 | 49,441                     | —          | —                     | —                | —                             | —       | 49,441    |
| Fair value of total consideration transferred     | \$108,522                  | \$9,221    | \$17,879              | \$25,205         | \$6,256                       | \$7,997 | \$175,080 |

(1) Included in the total consideration paid for Morgan RV Properties was the issuance of 40,268 Series A-3 preferred OP units. In order to estimate the fair value of these units at the valuation date, we utilized the income approach using estimated future discounted cash flows.

The purchase price allocations for Jellystone, Big Timber Lake, Camelot Villa, Jellystone at Birchwood and Vines are preliminary and may be adjusted as final costs and final valuations are determined.

The following unaudited pro forma financial information presents the results of our operations for the years ended December 31, 2013 and 2012 as if acquisitions completed in 2013 were acquired on January 1, 2012. The unaudited pro forma results have been prepared for comparative purposes only and do not purport to be indicative of either the results of operations that would have actually occurred or the future results of operations (in thousands, except per-share data). (1)

|   | Year Ended December 31,<br>(unaudited) |           |
|---|--|-----------|
|   | 2013                                   | 2012      |
| Total revenues  | \$423,490                              | \$392,862 |
| Net income attributable to Sun Communities, Inc. shareholders                   | \$16,352                               | \$23,833  |
| Net income per share attributable to Sun Communities, Inc. shareholders - basic | \$0.47                                 | \$0.87    |

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Net income per share attributable to Sun Communities, Inc. shareholders - diluted \$0.47 \$0.87

(1) Below are nonrecurring expenses that have been adjusted for the pro forma results above:

(a) Transaction costs related to the acquisitions are not expected to have a continuing impact and therefore have been excluded from 2013 and included in 2012 for acquisitions completed in 2013.

SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 2. Real Estate Acquisitions, continued

The following table summarizes the amounts of the assets acquired and liabilities assumed recognized at the acquisition dates and the consideration paid for the 2012 acquisitions (in thousands):

| At Acquisition Date                               | 2012                     |              |                     |         |  |            |              | Total     |
|---|--------------------------|--------------|---------------------|---------|--|------------|--------------|-----------|
|   | Addtl Florida Properties | Blazing Star | Northville Crossing | Rainbow | Rudgate Acquisition and Managed Properties | Palm Creek | Lake In Wood |           |
| Investment in property                            | \$25,384                 | \$6,913      | \$30,814            | \$7,572 | \$123,754                                  | \$87,979   | \$14,457     | \$296,873 |
| Inventory of manufactured homes                   | 112                      | 220          | 187                 | 679     | 2,978                                      | —          | —            | 4,176     |
| Notes and other receivables                       | —                        | —            | 1,169               | —       | 3,002                                      | —          | —            | 4,171     |
| In-place leases and other intangible assets       | 180                      | —            | 260                 | 40      | 8,110                                      | 2,058      | —            | 10,648    |
| Other assets                                      | —                        | 193          | —                   | —       | 745  | 686        | 43           | 1,667     |
| Other liabilities                                 | (1,194 )                 | (179 )       | (221 )              | (331 )  | (1,832 )                                   | (880 )     | (755 )       | (5,392 )  |
| Assumed debt                                      | —                        | (4,104 )     | —                   | —       | (15,103 )                                  | (43,619 )  | —            | (62,826 ) |
| Total identifiable assets and liabilities assumed | \$24,482                 | \$3,043      | \$32,209            | \$7,960 | \$121,654                                  | \$46,224   | \$13,745     | \$249,317 |

## Consideration

|   |          |         |          |         |           |          |          |           |
|---|----------|---------|----------|---------|-----------|----------|----------|-----------|
| Cash <sup>(1)</sup>                           | \$24,482 | \$3,043 | \$32,209 | \$7,351 | \$54,054  | \$10,247 | \$13,745 | \$145,131 |
| New debt proceeds <sup>(2)</sup>              | —        | —       | —        | 609     | 67,600    | 35,977   | —        | 104,186   |
| Fair value of total consideration transferred | \$24,482 | \$3,043 | \$32,209 | \$7,960 | \$121,654 | \$46,224 | \$13,745 | \$249,317 |

<sup>(1)</sup> Subsequent to the acquisition, on March 30, 2012, the Additional Florida Properties were encumbered with a \$19.0 million loan. On September 28, 2012, Northville Crossing was encumbered with a \$21.7 million loan. (See Note 9)

<sup>(2)</sup> Subsequent to the acquisition, in January 2013, we paid off the \$36.0 million sellers note for Palm Creek. (See Note 9)

The following unaudited pro forma financial information presents the results of our operations for the years ended December 31, 2012 and 2011 as if acquisitions completed in 2012 were acquired on January 1, 2011. The unaudited pro forma results have been prepared for comparative purposes only and do not purport to be indicative of either the results of operations that would have actually occurred or the future results of operations (in thousands, except per-share data). <sup>(1)</sup>

|   | Year Ended December 31,<br>(unaudited) |           |
|---|--|-----------|
|   | 2012                                   | 2011      |
| Total revenues  | \$367,710                              | \$323,473 |
| Net income attributable to Sun Communities, Inc. shareholders                   | \$13,666                               | \$6,677   |
| Net income per share attributable to Sun Communities, Inc. shareholders - basic | \$0.50                                 | \$0.31    |

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Net income per share attributable to Sun Communities, Inc. shareholders - diluted \$0.50 \$0.30

(1) Below are nonrecurring expenses that have been adjusted for the pro forma results above:

(a) Certain sellers had management fees of \$0.3 million for the year ended December 31, 2011 that have been excluded from above as these fees will not continue going forward.

(b) Transaction costs related to the acquisitions are not expected to have a continuing impact and therefore have been excluded from 2012 and included in 2011 for acquisitions completed in 2012.

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SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 2. Real Estate Acquisitions, continued

The amount of revenue and net income included in the consolidated statements of operations for the years ended December 31, 2013, 2012 and 2011 for all acquisitions described above is set forth in the following table (in thousands):

|            | Year Ended December 31,<br>(unaudited) |          |          |
|------------|--|----------|----------|
|            | 2013                                   | 2012     | 2011     |
| Revenue    | \$60,148                               | \$38,557 | \$12,201 |
| Net income | \$5,914                                | \$290    | \$1,247  |

Acquisition related costs of approximately \$3.9 million, \$4.3 million and \$2.0 million have been incurred for the years ended December 31, 2013, 2012 and 2011, respectively, and are presented as "Acquisition related costs" in our consolidated statements of operations.

## 3. Investment Property

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

|                                    | December 31,<br>2013 | December 31,<br>2012 |
|------------------------------------|----------------------|----------------------|
| Land                               | \$194,404            | \$178,993            |
| Land improvements and buildings    | 1,806,546            | 1,608,825            |
| Rental homes and improvements      | 393,562              | 305,838              |
| Furniture, fixtures, and equipment | 65,086               | 54,354               |
| Land held for future development   | 29,521               | 29,295               |
| Investment property                | 2,489,119            | 2,177,305            |
| Accumulated depreciation           | (734,067)            | (659,169)            |
| Investment property, net           | \$1,755,052          | \$1,518,136          |

Land improvements and buildings consist primarily of infrastructure, roads, landscaping, clubhouses, maintenance buildings and amenities.

In December 2011, we recorded impairment charges of \$1.4 million associated with a long-lived asset for our MH community in Reidsville, North Carolina. This community consists of 45 developed sites. Based on our impairment analysis, we reviewed the carrying value of the long-lived asset to be held and used for impairment which indicated a possible impairment. Circumstances that prompted this test of recoverability included a decrease in the net operating income and an adverse judgment that limits the number of rental homes in the community. We considered both of these factors and determined that we will not be expanding the community. We recognized the impairment loss because the long-lived asset's carrying value was deemed not recoverable and exceeded estimated fair value. We estimated the fair value of the long-lived asset based on discounted future cash flows and any potential disposition proceeds for the given asset. We used variables such as estimated holding period, rental rates, occupancy and operating expenses during the holding period, as well as disposition proceeds to forecast future cash flows. This transaction is classified as asset impairment charge within the consolidated statements of operations.

See Note 2, "Real Estate Acquisitions", for details on acquisitions.

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SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. Transfers of Financial Assets

We completed various transactions with an unrelated entity involving our notes receivable during 2013 and 2012 under which we received a total of \$34.0 million and \$26.4 million, respectively, of cash proceeds in exchange for relinquishing our right, title and interest in certain notes receivable. We have no further obligations or rights with respect to the control, management, administration, servicing, or collection of the installment notes. However, we are subject to certain recourse provisions requiring us to purchase the underlying homes collateralizing such notes, in the event of a note default and subsequent repossession of the home by the unrelated entity. The recourse provisions are considered to be a form of continuing involvement, and therefore these transferred loans did not meet the requirements for sale accounting. We continue to recognize these transferred loans on our balance sheet and refer to them as collateralized receivables as a transfer of financial assets. The proceeds from the transfer have been recognized as a secured borrowing.

In the event of note default, and subsequent repossession of a manufactured home by the unrelated entity, the terms of the agreement require us to repurchase the manufactured home. Default is defined as the failure to repay the installment note according to contractual terms. The repurchase price is calculated as a percentage of the outstanding principal balance of the collateralized receivable, plus any outstanding late fees, accrued interest, legal fees, and escrow advances associated with the installment note. The percentage used to determine the repurchase price of the outstanding principal balance on the installment note is based on the number of payments made on the note. In general, the repurchase price is determined as follows:

| Number of Payments                            | Repurchase % |   |
|---|--------------|---|
| Less than or equal to 15                      | 100          | % |
| Greater than 15 but less than 64              | 90           | % |
| Equal to or greater than 64 but less than 120 | 65           | % |
| 120 or more                                   | 50           | % |

The transferred assets have been classified as collateralized receivables in Notes and Other Receivables (see Note 5) and the cash proceeds received from these transactions have been classified as a secured borrowing in Debt (see Note 9) within the consolidated balance sheets. The balance of the collateralized receivables was \$109.8 million (net of allowance of \$0.7 million) and \$93.8 million (net of allowance of \$0.6 million) as of December 31, 2013 and December 31, 2012, respectively. The outstanding balance on the secured borrowing was \$110.5 million and \$94.4 million as of December 31, 2013 and December 31, 2012, respectively.

The balances of the collateralized receivables and secured borrowings fluctuate. The balances increase as additional notes receivable are transferred and exchanged for cash proceeds. The balances are reduced as the related collateralized receivables are collected from the customers, or as the underlying collateral is repurchased. The change in the aggregate gross principal balance of the collateralized receivables is as follows (in thousands):

|   | Year Ended        |                   |
|---|-------------------|-------------------|
|   | December 31, 2013 | December 31, 2012 |
| Beginning balance                                 | \$94,409          | \$81,682          |
| Financed sales of manufactured homes              | 34,007            | 26,406            |
| Principal payments and payoffs from our customers | (7,930)           | (5,662)           |
| Principal reduction from repurchased homes        | (9,976)           | (8,017)           |
| Total activity                                    | 16,101            | 12,727            |
| Ending balance                                    | \$110,510         | \$94,409          |

The collateralized receivables earn interest income and the secured borrowings accrue interest expense at the same interest rates. The amount of interest income and expense recognized was \$10.6 million, \$9.4 million and \$8.5 million for the years ended December 31, 2013, 2012 and 2011, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Notes and Other Receivables

The following table sets forth certain information regarding notes and other receivables (in thousands):

|   | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|
| Installment notes receivable on manufactured homes, net | \$25,471             | \$21,898             |
| Collateralized receivables, net (see Note 4)            | 109,821              | 93,834               |
| Other receivables, net                                  | 29,393               | 24,118               |
| Total notes and other receivables, net                  | \$164,685            | \$139,850            |

Installment Notes Receivable on Manufactured Homes

The installment notes of \$25.5 million (net of allowance of \$0.1 million) and \$22.0 million (net of allowance of \$0.1 million) as of December 31, 2013 and December 31, 2012, respectively, are collateralized by manufactured homes. The notes represent financing provided by us to purchasers of manufactured homes primarily located in our communities and require monthly principal and interest payments. The notes have a net weighted average interest rate and maturity of 8.9% and 11.9 years as of December 31, 2013, and 8.6% and 11.0 years as of December 31, 2012.

The change in the aggregate gross principal balance of the installment notes is as follows (in thousands):

|   | Year Ended        |                      |
|---|-------------------|----------------------|
|   | December 31, 2013 | December 31,<br>2012 |
| Beginning balance                                 | \$22,019          | \$13,545             |
| Financed sales of manufactured homes              | 7,798             | 7,453                |
| Acquired notes (see Note 2)                       | 852               | 4,171                |
| Principal payments and payoffs from our customers | (3,838            | ) (2,292             |
| Principal reduction from repossessed homes        | (1,256            | ) (858               |
| Total activity                                    | 3,556             | 8,474                |
| Ending balance                                    | \$25,575          | \$22,019             |

Collateralized Receivables

Collateralized receivables represent notes receivable that were transferred to a third party, but did not meet the requirements for sale accounting (see Note 4). The receivables have a balance of \$109.8 million (net of allowance of \$0.7 million) and \$93.8 million (net of allowance of \$0.6 million) as of December 31, 2013 and December 31, 2012, respectively. The receivables have a net weighted average interest rate and maturity of 10.7% and 13.6 years as of December 31, 2013, and 11.0% and 13.2 years as of December 31, 2012.

Allowance for Losses for Collateralized and Installment Notes Receivable

The following table sets forth the allowance for losses for collateralized and installment notes receivable as of December 31, 2013 and December 31, 2012 (in thousands):

|  | Year Ended        |                   |
|--|-------------------|-------------------|
|  | December 31, 2013 | December 31, 2012 |

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|                                     |        |   |        |   |
|-------------------------------------|--------|---|--------|---|
| Beginning balance                   | \$(697 | ) | \$(635 | ) |
| Lower of cost or market write-downs | 421    |   | 243    |   |
| Increase to reserve balance         | (517   | ) | (305   | ) |
| Total activity                      | (96    | ) | (62    | ) |
| Ending balance                      | \$(793 | ) | \$(697 | ) |

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SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Notes and Other Receivables, continued

Other Receivables

As of December 31, 2013 other receivables were comprised of amounts due from residents for rent and water and sewer usage of \$6.9 million (net of allowance of \$0.7 million), home sale proceeds of \$5.7 million, insurance receivables of \$2.0 million, insurance settlement of \$3.7 million, rebates and other receivables of \$4.6 million and two notes receivable of \$4.3 million and \$2.2 million. The \$4.3 million note bears interest at LIBOR plus 475 basis points, is secured by senior mortgages on two RV communities, a pledge of \$4.0 million in Series A-3 Preferred OP Units, a subordinated interest in a cash collateral account and an equity interest in another RV community and is due on May 31, 2014. The \$2.2 million note bears interest at 8.0% for the first two years and 7.9% for the remainder of the loan, is secured by the senior mortgage on one MH community and a deed of land, and is due on December 31, 2016. As of December 31, 2012 other receivables were comprised of amounts due from residents for rent and water and sewer usage of \$4.1 million (net of allowance of \$0.5 million), home sale proceeds of \$6.1 million, insurance receivables of \$1.7 million, insurance settlement of \$3.7 million, note receivable of \$5.0 million, and rebates and other receivables of \$3.5 million.

6. Intangible Assets

Our intangible assets are in-place leases from acquisitions, capitalized costs in relation to leasing activities and franchise fees. These intangible assets are recorded within Other assets on the consolidated balance sheet. The accumulated amortization and gross carrying amounts are as follows (in thousands):

| Intangible Asset                              | Useful Life | December 31, 2013     |                          | December 31, 2012     |                          |
|---|-------------|-----------------------|--------------------------|-----------------------|--------------------------|
|   |             | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| In-place leases                               | 7 years     | \$26,961              | \$(8,239)                | \$22,761              | \$(4,941)                |
| Capitalized leasing costs greater than 1 year | 7 years     | 13,359                | (6,757)                  | 12,506                | (6,854)                  |
| Franchise fees                                | 15 years    | 770                   | (29)                     | —                     | —                        |
| Total   |             | \$41,090              | \$(15,025)               | \$35,267              | \$(11,795)               |

During 2013, in connection with our acquisitions, we purchased intangible assets valued at approximately \$5.0 million. Of this total, approximately \$4.2 million is classified as in-place leases with a useful life of seven years, and \$0.8 million is classified as franchise fees with a useful life of 15 years.

The aggregate net amortization expenses related to the intangible assets are as follows (in thousands):

| Intangible Asset                              | Year Ended December 31, |         |         |
|---|-------------------------|---------|---------|
|   | 2013                    | 2012    | 2011    |
| In-place leases                               | \$3,297                 | \$1,657 | \$975   |
| Capitalized leasing costs greater than 1 year | 1,507                   | 1,504   | 1,603   |
| Franchise fees                                | 60                      | —       | —       |
| Total   | \$4,864                 | \$3,161 | \$2,578 |

We anticipate the amortization expense for the existing intangible assets to be as follows for the next five years (in thousands):

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|                   | Year    |         |         |         |         |
|-------------------|---------|---------|---------|---------|---------|
|                   | 2014    | 2015    | 2016    | 2017    | 2018    |
| Estimated expense | \$4,906 | \$4,689 | \$4,497 | \$4,299 | \$3,436 |

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SUN COMMUNITIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Investment in Affiliates

Origen Financial Services, LLC (“OFS LLC”)

At December 31, 2013 and 2012, we had a 22.9% ownership interest in OFS LLC, an entity formed to originate manufactured housing installment contracts. We have suspended equity accounting as the carrying value of our investment is zero.

Origen Financial, Inc. (“Origen”)

Through Sun OFI, LLC, a taxable REIT subsidiary, we own 5,000,000 shares of common stock of Origen which approximates an ownership interest of 19.0%. Although it is no longer originating or servicing loans, Origen continues to manage an existing portfolio of manufactured home loans and asset backed securities. We have suspended equity accounting for this investment as the carrying value of our investment is zero. We do, however, receive income from dividends on our shares of Origen common stock. Our investment in Origen had a market value of approximately \$6.3 million based on a quoted market closing price of \$1.25 per share as reported on the OTC Pink Marketplace as of December 31, 2013.

In January 2013, we were advised by Origen that it would be restating their 2011 financial statements to correct its results from operations. This adjustment has no impact to our financial statements since we have suspended equity accounting.

The following table sets forth certain summarized financial information for Origen (in thousands):

|  | Year Ended December 31, |                    |             |
|--|-------------------------|--------------------|-------------|
|  | 2013                    | 2012               | 2011        |
| Revenues                               | \$49,775                | \$64,838           | \$67,094    |
| Expenses                               | (51,912)                | ) (66,215          | ) (77,598   |
| Net loss                               | \$(2,137                | ) \$(1,377         | ) \$(10,504 |
|  |                         |                    |             |
|  |                         | As of December 31, |             |
| ASSETS                                 |                         | 2013               | 2012        |
| Loans receivable                       |                         | \$463,254          | \$543,420   |
| Other assets                           |                         | 15,529             | 19,824      |
| Total assets                           |                         | \$478,783          | \$563,244   |
| LIABILITIES                            |                         |                    |             |
| Warehouse and securitization financing |                         | \$423,369          | \$491,720   |
| Other liabilities                      |                         | 38,109             | 48,389      |
| Total liabilities                      |                         | \$461,478          | \$540,109   |

SUN COMMUNITIES, INC.  
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8. Consolidated Variable Interest Entities

On November 14, 2012, we guaranteed certain non-recourse carveouts under a \$45.9 million mortgage loan (the "Senior Loan") from Ladder Capital Finance LLC to Rudgate Village SPE, LLC, Rudgate Clinton SPE, LLC and Rudgate Clinton Estates SPE, LLC (the "Rudgate Borrowers"). The Senior Loan is secured by the Rudgate Managed Properties, which are located in southeast Michigan. In addition, we entered into a Mezzanine Loan Agreement with the sole members of the Rudgate Borrowers under which we agreed to provide mezzanine financing in the amount of \$15.1 million in respect of the Rudgate Managed Properties, and entered into property management agreements to manage and operate these two communities. We believe these arrangements represent variable interests in the Rudgate Managed Properties that were evaluated under the guidance set forth in the Financial FASB ASC Topic 810, Consolidation. As a result of the qualitative and quantitative analysis performed, we determined that we are the primary beneficiary and hold a controlling financial interest in these entities due to our power to direct the activities that most significantly impact the economic performance of the entities, as well as our obligation to absorb the most significant losses and our rights to receive significant benefits from these entities. As such, the transactions and accounts of these Variable Interest Entities ("VIEs") are included in our consolidated financial statements.

Included in our consolidated financial statements after appropriate eliminations were amounts related to the VIEs at December 31, 2013 and December 31, 2012 as follows (in thousands):

|   | December 31, 2013 | December 31, 2012 |
|---|-------------------|-------------------|
| <b>ASSETS</b>                               |                   |                   |
| Investment property, net                    | \$56,805          | \$56,326          |
| Other assets                                | 3,926             | 4,598             |
| Total Assets                                | \$60,731          | \$60,924          |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                   |                   |
| Debt  | \$45,209          | \$45,900          |
| Other liabilities                           | 6,564             | 1,773             |
| Noncontrolling interests                    | (537              | ) (508            |
| Total Liabilities and Stockholders' Equity  |                   |                   |