

UMH PROPERTIES, INC.  
Form 10-K  
March 12, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

[ X ]

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

For the fiscal year ended December 31, 2013

[ ]

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

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-12690

**UMH Properties, Inc.**

(Exact name of registrant as specified in its charter)

Maryland 22-1890929

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer identification number)

3499 Route 9, Suite 3C, Freehold, New Jersey 07728

(Address of principal executive offices) (Zip code)

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Registrant's telephone number, including area code (732) 577-9997

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

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$.10 par value-New York Stock Exchange

8.25% Series A Cumulative Redeemable Preferred Stock \$.10 par value per share, \$25 liquidation value per share  
New York Stock Exchange

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 Section 15(d) of the 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

Indicate by check 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 X.

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

Large accelerated filer

\_\_\_\_\_

Accelerated filer

X

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 Act). \_\_\_\_\_ Yes  X   
\_ No

Based upon the assumption that directors and executive officers of the registrant are not affiliates of the registrant, the aggregate market value of the voting stock of the registrant held by nonaffiliates of the registrant at June 30, 2013 was \$191,241,819. Presuming that such directors and executive officers are affiliates of the registrant, the aggregate market value of the voting stock of the registrant held by nonaffiliates of the registrant at June 30, 2013 was \$165,896,579.

The number of shares outstanding of issuer's common stock as of March 3, 2014 was 21,408,866 shares.

Documents Incorporated by Reference:

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Part III incorporates certain information by reference from the Registrant's proxy statement for the 2014 annual meeting of stockholders, which will be filed no later than 120 days after the close of the Registrant's fiscal year ended December 31, 2013.

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Exhibits incorporated by reference are listed in Part IV; Item 15 (a) (3).

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## **PART I**

### **Item 1 Business**

#### **General Development of Business**

In this Form 10-K, we, us, our, or the Company, refers to UMH Properties, Inc., together with its predecessors subsidiaries, unless the context requires otherwise.

UMH Properties, Inc. operates as a real estate investment trust (REIT) deriving its income primarily from real estate rental operations. As of December 31, 2013, the Company owns and operates seventy-four manufactured home communities containing approximately 13,500 developed sites. The communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. The Company, through its wholly-owned taxable REIT subsidiary, UMH Sales and Finance, Inc. (S&F), conducts manufactured home sales in its communities. Inherent in the operation of manufactured home communities are site vacancies. S&F was established to fill these vacancies and potentially enhance the value of the communities. The Company also owns a portfolio of investment securities.

Effective January 1, 1992, the Company elected to be taxed as a real estate investment trust (REIT) under Sections 856-860 of the Internal Revenue Code (the Code), and intends to maintain its qualification as a REIT in the future. As a qualified REIT, with limited exceptions, the Company will not be taxed under Federal and certain state income tax laws at the corporate level on taxable income that it distributes to its shareholders. For special tax provisions applicable to REITs, refer to Sections 856-860 of the Code. The Company is subject to franchise taxes in some of the states in which the Company owns property.

The Company was incorporated in the state of New Jersey in 1968. On September 29, 2003, the Company changed its state of incorporation from New Jersey to Maryland. The reincorporation was approved by the Company's shareholders at the Company's annual meeting on August 14, 2003.

Prior to April 1, 2006 UMH Properties, Inc. was called United Mobile Homes, Inc. The name was changed to UMH Properties, Inc. to better reflect the quality of the homes and our communities.



## **Narrative Description of Business**

The Company's primary business is the ownership and operation of manufactured home communities leasing manufactured home sites on a month-to-month or year-to-year basis to private manufactured home owners. The Company also leases homes to residents, and through its wholly-owned taxable REIT subsidiary, S&F, sells homes to residents and prospective residents of our communities.

A manufactured home community is designed to accommodate detached, single-family manufactured homes. These manufactured homes are produced off-site by manufacturers and installed on sites within the community. These homes are often improved with the addition of features constructed on site, including garages, screened rooms and carports. Manufactured homes are available in a variety of designs and floor plans, offering many amenities and custom options. Manufactured homes, once located, are not generally transported to another site; typically, a manufactured home remains on site and is sold by its owner to a subsequent occupant. This transaction is commonly handled through a broker or by the owner in the same manner that a more traditional single-family residence is sold. Each owner of a manufactured home leases the site on which the home is located from the Company.

Manufactured homes are accepted by the public as a viable and economically attractive alternative to common stick-built single-family housing. The affordability of the modern manufactured home makes it a very attractive housing alternative. Depending on the region of the country, construction cost per square foot for a new manufactured home averages anywhere from 10 to 50 percent less than a comparable site-built home, excluding the cost of land. This is due to a number of factors, including volume purchase discounts and inventory control of construction materials and control of all aspects of the construction process, which generally produce a more efficient and streamlined process as compared to a site-built home.

Modern residential land lease communities are similar to typical residential subdivisions containing central entrances, paved well-lit streets, curbs and gutters. The size of a modern manufactured home community is limited, as are other residential communities, by factors such as geography, topography, and funds available for development. Generally, modern manufactured home communities contain buildings for recreation, green areas, and other common area facilities, which, as distinguished from resident owned manufactured homes, are the property of the community owner. In addition to such general improvements, certain manufactured home communities include recreational improvements such as swimming pools, tennis courts and playgrounds. Municipal water and sewer services are available to some manufactured home communities, while other communities supply these facilities on site. Therefore, the owner of a home in our communities leases from us not only the site on which the home is located, but also the physical community framework, and acquires the right to utilize the community common areas and amenities.

Inherent in the operation of a manufactured home community is the development, redevelopment, and expansion of our communities. Effective April 1, 2001, the Company began to sell and finance the sale of manufactured homes in our communities through S&F. S&F was established to potentially enhance the value of our communities. The home sales business is operated like other homebuilders with sales centers, model homes, an inventory of completed homes and the ability to supply custom designed homes based upon the requirements of the new homeowners.

Typically, the leases are on a month-to-month or year-to-year basis, renewable upon the consent of both parties. The community manager interviews prospective residents, collects lease and finance payments, ensures compliance with community regulations, maintains public areas and community facilities and is responsible for the overall appearance of the community. The manufactured home community, once fully occupied, historically tends to achieve a stable rate of occupancy. The cost and effort in moving a home once it is located in a community encourages the owner of the manufactured home to resell the manufactured home rather than to remove it from the community. This ability to produce relatively predictable income streams, together with the location of the community, its condition and its appearance, are factors in the long-term appreciation of the community.

Prior to July 31, 2007, the Company had operated as part of a group of three public companies (all REITs) which included Monmouth Real Estate Investment Corporation (MREIC) and Monmouth Capital Corporation (MCC). On July 31, 2007, MCC merged into MREIC. The Company continues to operate in conjunction with MREIC. MREIC invests in net-leased industrial properties leased primarily to investment grade tenants on long-term leases. General and administrative expenses are allocated between the Company and MREIC based on use or services provided, pursuant to a cost sharing arrangement between the affiliated companies. The Company has substantially reduced the cost sharing of salaries between the affiliated companies to two employees. The Company currently has two full time employees consisting of the Company's Controller and Director of Investor Relations whose time is allocated 30% to the Company and 70% to MREIC.

Additional information about the Company can be found on the Company's website which is located at [www.umh.com](http://www.umh.com). The Company's filings with the Securities and Exchange Commission are made available through a link on the Company's website or by contacting Investor Relations.

**Investment and Other Policies of the Company**

The Company may invest in improved and unimproved real property and may develop unimproved real property. Such properties may be located throughout the United States, but the Company has concentrated on the Northeast.

The Company has no restrictions on how it finances new manufactured home communities. The Company may finance communities with purchase money mortgages or other financing, including first liens, wraparound mortgages or subordinated indebtedness. In connection with its ongoing activities, the Company may issue notes, mortgages or other senior securities. The Company intends to use both secured and unsecured lines of credit.

The Company may issue securities for property; however, this has not occurred to date. The Company may repurchase or reacquire its shares from time to time if, in the opinion of the Board of Directors, such acquisition is advantageous to the Company.

The Company also invests in equity securities of other REITs. The Company from time to time may purchase these securities on margin when the interest and dividend yields exceed the cost of funds. As of December 31, 2013, the Company has borrowings of \$18,574,228 under its margin line at 2.0% interest. The securities portfolio provides the Company with additional income and, to the extent not pledged to secure borrowings, provides the Company with liquidity. Such securities are subject to risk arising from adverse changes in market rates and prices, primarily interest rate risk and market price risk relating to equity securities. From time to time, the Company may use derivative instruments to mitigate interest rate risk. At December 31, 2013 and 2012, the Company had \$59,254,942 and \$57,325,440, respectively, of securities available for sale. Included in these securities are Preferred Stock of \$24,536,942 and \$18,300,970 at December 31, 2013 and 2012, respectively. The unrealized net gain on securities available for sale at December 31, 2013 and 2012 amounted to \$1,116,738 and \$6,613,956, respectively.

### **Property Maintenance and Improvement Policies**

It is the policy of the Company to properly maintain, modernize, expand and make improvements to its properties when required. The Company anticipates that renovation expenditures with respect to its present properties during 2014 will be approximately \$6.5 million. It is the policy of the Company to maintain adequate insurance coverage on all of its properties; and, in the opinion of the Company, all of its properties are adequately insured.

### **Number of Employees**

As of March 3, 2014, the Company had approximately 250 employees, including Officers. During the year, the Company hires approximately 60 part-time and full-time temporary employees as grounds keepers, lifeguards, and for emergency repairs.

**Item 1A Risk Factors**

Set forth below are the risks that we believe are important to investors in our securities. Before you decide to purchase our securities, you should consider carefully the risks described below, together with the information provided in the other parts of this prospectus and any related prospectus supplement.

**Risks Related to Current Global Financial Conditions**

***Current economic conditions, including recent volatility in the capital and credit markets, could harm our business, results of operations and financial condition.*** The United States is continuing to experience the effects of an economic recession, during which the capital and credit markets experienced extreme volatility and disruption. The current economic environment has been affected by dramatic declines in the stock and housing markets, increases in foreclosures, unemployment and living costs and limited access to credit. This economic situation has impacted and is expected to continue to impact consumer confidence and spending levels. The continued slowness of the recovery could impact the availability and cost of financing for our home-buyers. Additionally, the selling prices of homes that we market may be pressured due to competition from excess inventories of new and pre-owned homes and from foreclosures. This may negatively affect our operations and result in lower sales, occupancy, income and cash flows.

***We may not be able to obtain adequate cash to fund our business.*** Our business requires access to adequate cash to finance our operations, distributions, capital expenditures, debt service obligations, development and redevelopment costs and property acquisition costs, if any. We expect to generate the cash to be used for these purposes primarily with operating cash flow, borrowings under secured and unsecured loans, proceeds from sales of strategically identified assets and, when market conditions permit, through the issuance of debt and equity securities from time to time. We may not be able to generate sufficient cash to fund our business, particularly if we are unable to renew leases, lease vacant space or re-lease space as leases expire according to our expectations.

Moreover, difficult conditions in the financial markets, and the economy generally, have caused many lenders to suffer substantial losses, thereby causing many financial institutions to seek additional capital, to merge with other institutions and, in some cases, to fail. As a result, the real estate debt markets are continuing to experience a period of uncertainty, which may reduce our access to funding alternatives, or our ability to refinance debt on favorable terms, or at all. In addition, market conditions, such as the current global economic environment, may also hinder our ability to sell strategically identified assets and access the debt and equity capital markets. If these conditions persist, we may need to find alternative ways to access cash to fund our business, including distributions to shareholders. Such alternatives may include, without limitation, curtailing development or redevelopment activity or disposing of one or more of our properties, possibly on disadvantageous terms, all of which could adversely affect our profitability. If we are unable to generate, borrow or raise adequate cash to fund our business through traditional or alternative means, our business, operations, financial condition and distribution to shareholders will be adversely affected.

***Disruptions in the financial markets could affect our ability to obtain financing on reasonable terms and have other adverse effects on us and the market price of our securities.*** Over the last several years, the United States stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks and debt securities to fluctuate substantially and the spreads on prospective debt financings to widen considerably. More recently, the financial crisis in Europe (which relates primarily to concerns that certain European countries may be unable to pay their national debt) has had a similar, although less pronounced, effect. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in certain cases have resulted in the unavailability of certain types of financing. Unrest in certain Middle Eastern countries and the resultant increase in petroleum prices have added to the uncertainty in the capital markets. Continued uncertainty in the stock and credit markets may negatively impact our ability to access additional financing at reasonable terms, which may negatively affect our ability to acquire properties and otherwise pursue our investment strategy. A prolonged downturn in the stock or credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our investment strategy accordingly. These types of events in the stock and credit markets may make it more difficult or costly for us to raise capital through the issuance of the common stock, preferred stock or debt securities. The potential disruptions in the financial markets may have a material adverse effect

on the market value of our securities, and the return we receive on our properties and investments, as well as other unknown adverse effects on us or the economy in general.

### **Real Estate Industry Risks**

*General economic conditions and the concentration of our properties in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan may affect our ability to generate sufficient revenue.* The market and economic conditions in 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. As a result of the geographic concentration of our properties in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan, 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 in these markets.

Other factors that may affect general economic conditions or local real estate conditions include:

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the national and local economic climate which may be adversely impacted by, among other factors, plant closings, and industry slowdowns;

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local real estate market conditions such as the oversupply of manufactured home sites or a reduction in demand for manufactured home sites in an area;

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the number of repossessed homes in a particular market;

.

the rental market which may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates;

.  
the safety, convenience and attractiveness of our properties and the neighborhoods where they are located;

.  
zoning or other regulatory restrictions;

.  
competition from other available manufactured home communities and alternative forms of housing (such as apartment buildings and single-family homes);

.  
our ability to provide adequate management, maintenance and insurance;

.  
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.

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 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, may limit our ability to vary our portfolio promptly in response to changes in economic or other conditions.





***We may be unable to compete with our larger competitors and other alternatives available to tenants or potential tenants of our properties, which may in turn adversely affect our profitability.*** The real estate business is highly competitive. We compete for manufactured home community investments with numerous other real estate entities, such as individuals, corporations, REITs and other enterprises engaged in real estate activities. In many cases, the competing concerns may be larger and better financed than we are, making it difficult for us to secure new manufactured home community investments. Competition among private and institutional purchasers of manufactured home community investments has resulted in increases in the purchase price paid for manufactured home communities and consequent higher fixed costs. To the extent we are unable to effectively compete in the marketplace, our business may be adversely affected.

***Our ability to sell manufactured homes may be affected by various factors, which may in turn adversely affect our profitability.*** S&F operates in the manufactured home market offering homes for sale to tenants and prospective tenants of our communities. The market for the sale of manufactured homes may be adversely affected by the following factors:

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downturns in economic conditions which adversely impact the housing market;

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an oversupply of, or a reduced demand for, manufactured homes;

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the difficulty facing potential purchasers in obtaining affordable financing as a result of heightened lending criteria; and

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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, which would result in a decrease in profitability.

***Costs associated with taxes and regulatory compliance may reduce our revenue.*** We are subject to significant regulation that inhibits our activities and may increase our costs. Local zoning and use laws, environmental statutes and other governmental requirements may restrict expansion, rehabilitation and reconstruction activities. These regulations may prevent us from taking advantage of economic opportunities. Legislation such as the Americans with Disabilities Act may require us to modify our properties at a substantial cost and noncompliance could result in the imposition of fines or an award of damages to private litigants. Future legislation may impose additional requirements. We cannot predict what requirements may be enacted or amended or what costs we will incur to comply with such requirements. Costs resulting from changes in real estate laws, income taxes, service or other taxes 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.

***Licensing laws and compliance could affect our profitability.*** We are subject to the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 ( SAFE Act ), which requires that we obtain appropriate licenses pursuant to the Nationwide Mortgage Licensing System & Registry in each state where we conduct business. There are extensive federal and state requirements mandated by the SAFE Act and other laws pertaining to financing, and there can be no assurance that we will obtain or renew our SAFE Act licenses, which could result in fees and penalties and have an adverse impact on our ability to continue with our home financing activities.

***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. Currently, rent control affects only two of our manufactured home communities, both of which are in New Jersey, and has resulted in slower growth of earnings from these properties. However, 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.

***Our investments are concentrated in the manufactured housing/residential sector and our business would be adversely affected by an economic downturn in that sector.*** Our investments in real estate assets are

primarily concentrated in the manufactured housing/residential sector. This concentration may expose us to the risk of economic downturns in this sector to a greater extent than if our business activities included a more significant portion of other sectors of the real estate industry.

***Environmental liabilities could affect our profitability.*** 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.

We own and operate twenty-seven manufactured home communities which have their own wastewater treatment facility or water distribution system, or both. At these locations, we are subject to compliance with monthly, quarterly and yearly testing for contaminants as outlined by the individual state's Department of Environmental Protection Agencies. Currently, we are not subject to radon or asbestos monitoring requirements. In addition, all of our 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, which have not revealed any significant environmental liability that would have a material adverse effect on our business. However, 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.

***Actions by our competitors may decrease or prevent increases in the occupancy and rental rates of our properties which could adversely affect our business.*** We compete with other owners and operators of manufactured home community properties, some of which own properties similar to ours in the same submarkets in which our properties are located. The number of competitive manufactured home 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. In addition, other forms of multi-family residential properties, such as private and federally funded or assisted multi-family housing projects and single-family housing, provide housing alternatives to potential tenants of manufactured home communities. If our competitors offer housing at rental rates below current market rates or below the rental rates we currently charge our tenants, we may lose potential tenants, and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants when our tenants' leases expire. As a result, our financial condition, cash flow, cash available for distribution, and ability to satisfy our debt service obligations could be materially adversely affected.

***Losses in excess of our insurance coverage or uninsured losses could adversely affect our cash flow.*** We generally maintain insurance policies related to our business, including casualty, general liability and other policies covering business operations, employees and assets. However, we may be required to bear all losses that are not adequately covered by insurance. In addition, there are certain losses that are not generally insured because it is not economically feasible to insure against them, including losses due to riots or acts of war. If an uninsured loss or a loss in excess of insured limits occurs with respect to one or more of our properties, then we could lose the capital we invested in the properties, as well as the anticipated profits and cash flow from the properties and, in the case of debt which is with recourse to us, we would remain obligated for any mortgage debt or other financial obligations related to the properties. Although we believe that our insurance programs are adequate, no assurance can be given that we will not incur losses in excess of its insurance coverage, or that we will be able to obtain insurance in the future at acceptable levels and reasonable cost.

*We may not be able to integrate or finance our acquisitions and our acquisitions may not perform as expected.* We acquire and intend to continue to acquire manufactured home communities on a select basis. Our acquisition activities and their success are subject to the following risks:

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we may be unable to acquire a desired property because of competition from other well capitalized real estate investors, including both publicly traded REITs and institutional investment funds;

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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;

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even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price;

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we may be unable to finance acquisitions on favorable terms;

.

acquired properties may fail to perform as expected;

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acquired properties may be located in new markets where we face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures; and

.

we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

If any of the above were to occur, 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.

***We may be unable to sell properties when appropriate because real estate investments are illiquid.*** Real estate investments generally cannot be sold quickly and, therefore, will tend to limit our ability to vary our property portfolio promptly in response to changes in economic or other conditions. In addition, the Code limits our ability to sell our properties. The inability to respond promptly to changes in the performance of our property portfolio could adversely affect our financial condition and ability to service our debt and make distributions to our stockholders.

### **Financing Risks**

***We face risks generally associated with our debt.*** We finance a portion of our investments in properties and marketable securities through debt. We are subject to the risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. In addition, debt creates other risks, including:

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rising interest rates on our variable rate debt;

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failure to repay or refinance existing debt as it matures, which may result in forced disposition of assets on disadvantageous terms;

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refinancing terms less favorable than the terms of existing debt; and

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failure to meet required payments of principal and/or interest.



***We mortgage our properties, which subjects us to the risk of foreclosure in the event of non-payment.*** We mortgage many of our properties to secure payment of indebtedness. If we are unable to meet mortgage payments, then the property could be foreclosed upon or transferred to the mortgagee with a consequent loss of income and asset value. A foreclosure of one or more of our properties could adversely affect our financial condition, results of operations, cash flow, ability to service debt and make distributions and the market price of our preferred and common stock and any other securities we issue.

***We face risks related to balloon payments and refinancings.*** Certain of our mortgages will have significant outstanding principal balances on their maturity dates, commonly known as balloon payments. There can be no assurance that we will be able to refinance the debt on favorable terms or at all. To the extent we cannot refinance debt on favorable terms or at all, we may be forced to dispose of properties on disadvantageous terms or pay higher interest rates, either of which would have an adverse impact on our financial performance and ability to service debt and make distributions.

***We face risks associated with our dependence on external sources of capital.*** In order to qualify as a REIT, we are required each year to distribute to our stockholders at least 90% of our REIT taxable income, and we are subject to tax on our income to the extent it is not distributed. Because of this distribution requirement, we may not be able to fund all future capital needs from cash retained from operations. As a result, to fund capital needs, we rely on third-party sources of capital, which we may not be able to obtain on favorable terms, if at all. Our access to third-party sources of capital depends upon a number of factors, including (i) general market conditions; (ii) the market's perception of our growth potential; (iii) our current and potential future earnings and cash distributions; and (iv) the market price of our preferred and common stock. Additional debt financing may substantially increase our debt-to-total capitalization ratio. Additional equity issuance may dilute the holdings of our current stockholders.

***We may become more highly leveraged, resulting in increased risk of default on our obligations and an increase in debt service requirements which could adversely affect our financial condition and results of operations and our ability to pay distributions.*** We have incurred, and may continue to incur, indebtedness in furtherance of our activities. Our governing documents do not limit the amount of indebtedness we may incur. Accordingly, our Board of Directors may vote to incur additional debt and would do so, for example, if it were necessary to maintain our status as a REIT. We could therefore become more highly leveraged, resulting in an increased risk of default on our obligations and in an increase in debt service requirements, which could adversely affect our financial condition and results of operations and our ability to pay distributions to stockholders.

***Covenants in our credit agreements could limit our flexibility and adversely affect our financial condition.*** The terms of our various credit agreements and other indebtedness require us to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios and maintaining insurance coverage. These covenants may limit our flexibility in our operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness even if we had satisfied our payment obligations. If we were to default under our credit agreements, our financial condition would be adversely affected.

***We face risks associated with the financing of home sales to customers in our manufactured home communities.***

To produce new rental revenue and to upgrade our communities, we sell homes to customers in our communities at competitive prices and finance these home sales through S&F. We allow banks and outside finance companies the first opportunity to finance these sales. We are subject to the following risks in financing these homes:

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the borrowers may default on these loans and not be able to make debt service payments or pay principal when due;

.  
the default rates may be higher than we anticipate;

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demand for consumer financing may not be as great as we anticipate or may decline;

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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.

Additionally, there are many regulations pertaining to our home sales and financing activities. There are significant consumer protection laws and the regulatory framework may change in a manner which may adversely affect our operating results. The regulatory environment and associated consumer finance laws create a risk of greater liability from our home sales and financing activities and could subject us to additional litigation. We are also dependent on licenses granted by state and other regulatory authorities, which may be withdrawn or which may not be renewed and which could have an adverse impact on our ability to continue with our home sales and financing activities.

### **Other Risks**

***We are dependent on key personnel.*** Our executive and other senior officers have a significant role in our success. Our ability to retain our management group or to attract suitable replacements should any members of the management group leave is dependent on the competitive nature of the employment market. The loss of services from key members of the management group or a limitation in their availability could adversely affect our financial condition and cash flow.

***We may change our business policies without stockholder approval.*** Our Board of Directors determines our growth, investment, financing, capitalization, borrowing, REIT status, operations and distributions policies. Although our Board of Directors has no present intention to change or reverse any of these policies, they may be amended or revised without notice to stockholders. Accordingly, stockholders may not have control over changes in our policies. We cannot assure you that changes in our policies will serve fully the interests of all stockholders.

***The market value of our preferred and common stock could decrease based on our performance and market perception and conditions.*** The market value of our preferred and common stock may be based primarily upon the market's perception of our growth potential and current and future cash dividends, and may be secondarily based upon the real estate market value of our underlying assets. The market price of our preferred and common stock is influenced by their respective distributions relative to market interest rates. Rising interest rates may lead potential buyers of our stock to expect a higher distribution rate, which would adversely affect the market price of our stock. In addition, rising interest rates would result in increased expense, thereby adversely affecting cash flow and our ability to service our indebtedness and pay distributions.

***There are restrictions on the transfer of our capital stock.*** To maintain our qualification as a REIT under the Code, no more than 50% in value of our outstanding capital stock may be owned, actually or by attribution, by five or fewer individuals, as defined in the Code to also include certain entities, during the last half of a taxable year. Accordingly, our charter contains provisions restricting the transfer of our capital stock.

***Our earnings are dependent, in part, upon the performance of our investment portfolio.*** As permitted by the Code, we invest in and own securities of other real estate investment trusts. To the extent that the value of those investments declines or those investments do not provide a return, our earnings and cash flow could be adversely affected.

***We are subject to restrictions that may impede our ability to effect a change in control.*** Certain provisions contained in our charter and bylaws and certain provisions of Maryland law may have the effect of discouraging a third party from making an acquisition proposal for us and thereby inhibit a change in control. These provisions include the following:

Our charter provides for three classes of directors with the term of office of one class expiring each year, commonly referred to as a staggered board. By preventing common stockholders from voting on the election of more than one class of directors at any annual meeting of stockholders, this provision may have the effect of keeping the current members of our Board of Directors in control for a longer period of time than stockholders may desire.

Our charter generally limits any holder from acquiring more than 9.8% (in value or in number, whichever is more restrictive) of our outstanding equity stock (defined as all of our classes of

capital stock, except our excess stock). While this provision is intended to assure our ability to remain a qualified REIT for Federal income tax purposes, the ownership limit may also limit the opportunity for stockholders to receive a premium for their shares of common stock that might otherwise exist if an investor was attempting to assemble a block of shares in excess of 9.8% of the outstanding shares of equity stock or otherwise effect a change in control.

The request of stockholders entitled to cast at least a majority of all votes entitled to be cast at such meeting is necessary for stockholders to call a special meeting. We also require advance notice by common stockholders for the nomination of directors or proposals of business to be considered at a meeting of stockholders.

***Our Board of Directors may authorize and issue securities without stockholder approval.*** Under our charter, the Board of Directors has the power without stockholder action (i) to classify and reclassify any of our unissued shares of capital stock into shares of capital stock with such terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and terms and conditions of redemptions as the Board of Directors may determine and (ii) to authorize the issuance of any class or series of stock. The authorization and issuance of a new class of capital stock could have the effect of delaying or preventing someone from taking control of us, even if a change in control were in our stockholders' best interests.

***Maryland business statutes may limit the ability of a third party to acquire control of us.*** Maryland law provides protection for Maryland corporations against unsolicited takeovers by limiting, among other things, the duties of the directors in unsolicited takeover situations. The duties of directors of Maryland corporations do not require them to (a) accept, recommend or respond to any proposal by a person seeking to acquire control of the corporation, (b) authorize the corporation to redeem any rights under, or modify or render inapplicable, any stockholders rights plan, (c) make a determination under the Maryland Business Combination Act or the Maryland Control Share Acquisition Act, (d) elect to be subject to, or refrain from electing to be subject to, any or all of the provisions of Title 3, Subtitle 8 of the MGCL or (e) act or fail to act solely because of the effect of the act or failure to act may have on an acquisition or potential acquisition of control of the corporation or the amount or type of consideration that may be offered or paid to the stockholders in an acquisition. Maryland law also contains a statutory presumption that an act of a director of a Maryland corporation satisfies the applicable standards of conduct for directors under Maryland law.

The Maryland Business Combination Act provides that unless exempted, a Maryland corporation may not engage in business combinations, including mergers, dispositions of 10% or more of its assets, certain issuances of shares of stock and other specified transactions, with an interested stockholder or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder became an interested stockholder, and thereafter unless specified criteria are met. An interested stockholder is generally a person owning or controlling, directly or indirectly, 10% or more of the voting power of the outstanding stock of the Maryland corporation or an affiliate or associate of the Maryland corporation that was the beneficial owner of 10% or more of the voting power of the corporation's outstanding stock during the past two years. In our charter, we have expressly elected that the Maryland Business Combination Act not govern or apply to any transaction with our affiliated company, MREIC.

*We cannot assure you that we will be able to pay dividends regularly.* Our ability to pay dividends in the future is dependent on our ability to operate profitably and to generate cash from our operations and the operations of our subsidiaries. We cannot guarantee that we will be able to pay dividends on a regular quarterly basis in the future.

*Future terrorist attacks and military conflicts could have a material adverse effect on general economic conditions, consumer confidence and market liquidity.* Among other things, it is possible that interest rates may be affected by terrorist attacks or military conflicts anywhere in the world. An increase in interest rates may increase our costs of borrowing, leading to a reduction in our earnings. Any terrorist acts affecting our properties could also result in significant damages to, or loss of, our properties. Additionally, we may be unable to obtain adequate insurance coverage on acceptable economic terms for losses resulting from acts of terrorism. Our lenders may require that we carry terrorism insurance even if we do not believe this insurance is necessary or cost effective. Should an act of terrorism result in an uninsured loss or a loss in excess of insured limits, we could lose capital invested in a property, as well as the anticipated future revenues from a property, while remaining obligated for any mortgage indebtedness or other financial obligations related to the property. Any loss of these types would adversely affect our financial condition.

***We are subject to risks arising from litigation.*** We may become involved in litigation. Litigation can be costly, and the results of litigation are often difficult to predict. We may not have adequate insurance coverage or contractual protection to cover costs and liability in the event we are sued, and to the extent we resort to litigation to enforce our rights, we may incur significant costs and ultimately be unsuccessful or unable to recover amounts we believe are owed to us. We may have little or no control of the timing of litigation, which presents challenges to our strategic planning.

***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 business information and the personal information of our residents and 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.

***If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.*** To qualify as a REIT, we must, among other things, satisfy two gross income tests, under which specified percentages of our gross income must be passive income, such as rent. For the rent paid pursuant to our leases, to qualify for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and not be treated as service contracts, joint ventures or some other type of arrangement. We believe that our leases will be respected as true leases for federal income tax purposes. However, there can be no assurance that the Internal Revenue Service ( IRS ) will agree with this view. If the leases are not respected as true leases for federal income tax purposes, we would not be able to satisfy either of the two gross income tests applicable to REITs, and we could lose our REIT status.

***Failure to make required distributions would subject us to additional tax.*** In order to qualify as a REIT, we must, among other requirements, distribute, each year, to our stockholders at least 90% of our taxable income, excluding net capital gains. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions (or deemed distributions) in any year are less than the sum of:

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85% of our ordinary income for that year;  
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95% of our capital gain net earnings for that year; and

100% of our undistributed taxable income from prior years.

To the extent we pay out in excess of 100% of our taxable income for any tax year, we may be able to carry forward such excess to subsequent years to reduce our required distributions for purposes of the 4% nondeductible excise tax in such subsequent years. We intend to pay out our income to our stockholders in a manner intended to satisfy the 90% distribution requirement. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the 90% distribution requirement and to avoid corporate income tax.

***We may not have sufficient cash available from operations to pay distributions to our stockholders, and, therefore, distributions may be made from borrowings.*** The actual amount and timing of distributions to our stockholders will be determined by our Board of Directors in its discretion and typically will depend on the amount of cash available for distribution, which will depend on items such as current and projected cash requirements and tax considerations. As a result, we may not have sufficient cash available from operations to pay distributions as required to maintain our status as a REIT. Therefore, we may need to borrow funds to make sufficient cash distributions in order to



maintain our status as a REIT, which may cause us to incur additional interest expense as a result of an increase in borrowed funds for the purpose of paying distributions.

***We may be required to pay a penalty tax upon the sale of a property.*** The federal income tax provisions applicable to REITs provide that any gain realized by a REIT on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business is treated as income from a prohibited transaction that is subject to a 100% penalty tax. Under current law, unless a sale of real property qualifies for a safe harbor, the question of whether the sale of real estate or other property constitutes the sale of property held primarily for sale to customers is generally a question of the facts and circumstances regarding a particular transaction. We intend that we and our subsidiaries will hold the interests in the real estate for investment with a view to long-term appreciation, engage in the business of acquiring and owning real estate, and make occasional sales as are consistent with our investment objectives. We do not intend to engage in prohibited transactions. We cannot assure you, however, that we will only make sales that satisfy the requirements of the safe harbors or that the IRS will not successfully assert that one or more of such sales are prohibited transactions.

***We may be adversely affected if we fail to qualify as a REIT.*** If we fail to qualify as a REIT, we will not be allowed to deduct distributions to stockholders in computing our taxable income and will be subject to Federal income tax, including any applicable alternative minimum tax, at regular corporate rates. In addition, we might be barred from qualification as a REIT for the four years following disqualification. The additional tax incurred at regular corporate rates would reduce significantly the cash flow available for distribution to stockholders and for debt service. Furthermore, we would no longer be required to make any distributions to our stockholders as a condition to REIT qualification. Any distributions to noncorporate stockholders would be taxable as ordinary income to the extent of our current and accumulated earnings and profits, although such dividend distributions generally would be subject to a top federal tax rate of 20%. Corporate distributees would in that case generally be eligible for the dividends received deduction on the distributions, subject to limitations under the Code.

***If we were considered to actually or constructively pay a preferential dividend to certain of our stockholders, our status as a REIT could be adversely affected.*** In order to qualify as a REIT, we must distribute annually to our stockholders at least 90% of our REIT taxable income (which does not equal net income as calculated in accordance with U.S. GAAP), determined without regard to the deduction for dividends paid and excluding net capital gain. In order for distributions to be counted as satisfying the annual distribution requirements for REITs, and to provide us with a REIT level tax deduction, the distributions must not be preferential dividends. A dividend is not a preferential dividend if the distribution is pro rata among all outstanding shares of stock within a particular class, and in accordance with the preferences among different classes of stock as set forth in our organizational documents. Currently, there is uncertainty as to the application of the law in certain circumstances and the IRS's position regarding whether certain arrangements that REITs have with their stockholders could give rise to the inadvertent payment of a preferential dividend (e.g., the pricing methodology for stock purchased under a distribution reinvestment plan inadvertently causing a greater than 5% discount on the price of such stock purchased). There is no de minimis exception with respect to preferential dividends; therefore, if the IRS were to take the position that we inadvertently paid a preferential dividend, we may be deemed to have failed the 90% distribution test, and our status as a REIT could be terminated for the year in which such determination is made if we were unable to cure such failure. While we believe that our operations have been structured in such a manner that we will not be treated as inadvertently paying preferential dividends, we can provide no assurance to this effect.

***To qualify as a REIT, we must comply with certain highly technical and complex requirements.*** We cannot be certain we have complied, and will always be able to comply, with the requirements to qualify as a REIT because there are few judicial and administrative interpretations of these provisions. In addition, facts and circumstances that may be beyond our control may affect our ability to continue to qualify as a REIT. We cannot assure you that new legislation, regulations, administrative interpretations or court decisions will not change the tax laws significantly with respect to our qualification as a REIT or with respect to the Federal income tax consequences of qualification. We believe that we have qualified as a REIT since our inception and intend to continue to qualify as a REIT. However, we cannot assure you that we are qualified or will remain qualified.

***There is a risk of changes in the tax law applicable to real estate investment trusts.*** Because the IRS, the United States Treasury Department and Congress frequently review federal income tax legislation, we cannot predict

whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any of such legislative action may prospectively or retroactively modify our tax treatment and, therefore, may adversely affect taxation of us and/or our investors.

***We may be unable to comply with the strict income distribution requirements applicable to REITs.*** To maintain qualification as a REIT under the Code, a REIT must annually distribute to its stockholders at least 90% of its REIT taxable income, excluding the dividends paid deduction and net capital gains. This requirement limits our ability to accumulate capital. We may not have sufficient cash or other liquid assets to meet the distribution requirements. Difficulties in meeting the distribution requirements might arise due to competing demands for our funds or to timing differences between tax reporting and cash receipts and disbursements, because income may have to be reported before cash is received, because expenses may have to be paid before a deduction is allowed, because deductions may be disallowed or limited or because the IRS may make a determination that adjusts reported income. In those situations, we might be required to borrow funds or sell properties on adverse terms in order to meet the distribution requirements and interest and penalties could apply which could adversely affect our financial condition. If we fail to make a required distribution, we would cease to be taxed as a REIT.

***Notwithstanding our status as a REIT, we are subject to various federal, state and local taxes on our income and property.*** For example, we will be taxed at regular corporate rates on any undistributed taxable income, including undistributed net capital gains; provided, however, that properly designated undistributed capital gains will effectively avoid taxation at the stockholder level. We may be subject to other Federal income taxes and may also have to pay some state income or franchise taxes because not all states treat REITs in the same manner as they are treated for Federal income tax purposes.

**Item 1B Unresolved Staff Comments**

None

**Item 2 Properties**

UMH Properties, Inc. is engaged in the ownership and operation of manufactured home communities located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. As of December 31, 2013, the Company owns seventy-four manufactured home communities containing approximately 13,500 developed sites. The following is a brief description of the properties owned by the Company. There is a long-term trend toward larger manufactured homes. Manufactured home communities designed for older manufactured homes must be modified to accommodate modern wider and longer manufactured homes. These changes may decrease the number of homes that may be accommodated in a manufactured home community. The rents collectible from the land ultimately depend on the value of the home and land. Therefore, fewer but more expensive homes can actually produce the same or greater rents. For this reason, the number of developed sites operated by the Company is subject to change, and the number of developed sites listed is always an approximate number.

Name of Community	Number of		Vacant	Occupied		Approximate Monthly Rent Per Site at 12/31/13
	Developed Sites	Acreage Developed		at 12/31/13	Occupancy Percentage	
Allentown 4912 Raleigh-Millington Road Memphis, TN 38128	435	76	-0-	380	87%	\$407
Auburn Estates 919 Hostetler Road Orrville, OH 44667	44	13	-0-	40	91%	\$255
Birchwood Farms 8057 Birchwood Drive Birch Run, MI 48415	143	28	-0-	109	76%	\$389
Broadmore Estates 148 Broadmore Estates Goshen, IN 46528	389	93	19	251	65%	\$391
Brookside Village 89 Valley Drive Berwick, PA 18603	171	37	2	136	80%	\$371
Brookview Village 2025 Route 9N Lot 137 Greenfield Center, NY 12833	130	45	29	112	86%	\$430
Carsons 649 North Franklin St. Lot 105 Chambersburg, PA 17201	132	14	4	109	83%	\$338
Cedarcrest	283	71	30	272	96%	\$546

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1976 North East Avenue  
 Vineland, NJ 08360

Chambersburg I & II 5368 Philadelphia Ave Lot 34 Chambersburg, PA 17201	98	11	-0-	89	91%	\$332
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Chelsea 459 Chelsea Lane Sayre, PA 18840	84	12	-0-	80	95%	\$382
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City View 110 Fort Granville Lot C5 Lewistown, PA 17044	59	20	2	43	73%	\$253
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<b>Name of Community</b>	<b>Number of Developed Sites</b>	<b>Acres Developed</b>	<b>Vacant Acres</b>	<b>Occupied at 12/31/13</b>	<b>Occupancy Percentage</b>	<b>Approximate Monthly Rent Per Site at 12/31/13</b>
Clinton Mobile Home Resort 60 N State Route 101 Tiffin, OH 44883	116	23	1	115	99%	\$329
Collingwood 358 Chambers Road Lot 001 Horseheads, NY 14845	103	20	-0-	80	78%	\$390
Colonial Heights 917 Two Ridge Road Wintersville, OH 43953	159	31	1	118	74%	\$235
Countryside Estates 1500 East Fuson Road Muncie, IN 47302	148	36	28	90	61%	\$273
Countryside Village 200 Early Road Columbia, TN 38401	348	89	63	216	62%	\$310
Cranberry Village 100 Treesdale Drive Cranberry Township, PA 16066	191	36	-0-	179	94%	\$506
Crestview Wolcott Hollow Rd & Route 220 Athens, PA 18810	98	19	-0-	82	84%	\$347
Cross Keys Village 259 Brown Swiss Circle Duncansville, PA 16635	133	21	2	96	72%	\$367
D & R Village 430 Route 146 Lot 65A Clifton Park, NY 12065	237	44	-0-	209	88%	\$494
Fairview Manor 2110 Mays Landing Road Millville, NJ 08332	318	66	132	308	97%	\$540
Forest Creek 885 E. Mishawaka Road Elkhart, IN 46514	167	37	-0-	149	89%	\$395

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Forest Park Village 102 Holly Drive Cranberry Township, PA 16066	253	79	-0-	194	77%	\$437
Frieden Manor 102 Frieden Manor Schuylkill Haven, PA 17972	194	42	22	180	93%	\$388
Green Acres 4496 Sycamore Grove Road Chambersburg, PA 17201	24	6	-0-	23	96%	\$340

<b>Name of Community</b>	<b>Number of Developed Sites</b>	<b>Acreege Developed</b>	<b>Vacant Acreege</b>	<b>Occupied at 12/31/13</b>	<b>Occupancy Percentage</b>	<b>Approximate Monthly Rent Per Site at 12/31/13</b>
Gregory Courts 1 Mark Lane Honey Brook, PA 19344	39	9	-0-	39	100%	\$522
Heather Highlands 109 Main Street Inkerman, PA 18640	404	79	-0-	255	63%	\$368
Highland 1875 Osolo Road Elkhart, IN 46514	246	42	-0-	204	83%	\$337
Highland Estates 60 Old Route 22 Kutztown, PA 19530	327	98	65	298	91%	\$480
Holiday Mobile Village 201 Grizzard Avenue Nashville, TN 37207	275	36	29	222	81%	\$425
Kinnebrook 351 State Route 17B Monticello, NY 12701	226	66	8	189	84%	\$492
Lake Sherman Village 7227 Beth Avenue, SW Navarre, OH 44662	238	54	43	178	75%	\$363
Laurel Woods 1943 St. Joseph Street Cresson, PA 16630	218	43	-0-	147	67%	\$329
Little Chippewa 11563 Back Massillon Road Orrville, OH 44667	64	13	-0-	51	80%	\$255
Maple Manor 18 Williams Street Taylor, PA 18517	316	71	-0-	230	73%	\$324
Meadowood 9555 Struthers Road New Middletown, OH 44442	124	20	-0-	110	89%	\$325



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Melrose Village 4400 Melrose Drive Wooster, OH 44691	313	71	-0-	256	82%	\$272
Melrose West 4455 Cleveland Road Wooster, OH 44691	35	27	3	33	94%	\$278
Memphis Mobile City 3894 N. Thomas Street Memphis, TN 38127	156	22	-0-	-0-*	0%	\$-0-*

\* Community was closed due to an unusual flood throughout the region in May 2011. We are currently working on plans for the redevelopment of this community.

<b>Name of Community</b>	<b>Number of Developed Sites</b>	<b>Acres Developed</b>	<b>Vacant Acres</b>	<b>Occupied at 12/31/13</b>	<b>Occupancy Percentage</b>	<b>Approximate Monthly Rent Per Site at 12/31/13</b>
Monroe Valley 15 Old State Road Lot 7 Jonestown, PA 17038	44	11	-0-	40	91%	\$410
Moosic Heights 118 1st Street Avoca, PA 18641	147	35	-0-	130	88%	\$335
Mountaintop 1 Mark Lane Narvon, PA 17555	39	11	2	36	92%	\$480
Mountain View* Van Dyke Street Coxsackie, NY	-0-	-0-	220	-0-	N/A	\$-0-
Oak Ridge Estates 1201 Country Road 15 (Apt B) Elkhart, IN 46514	205	40	-0-	181	88%	\$388
Oakwood Lake Village 308 Gruver Lake Tunkhannock, PA 18657	80	40	-0-	74	93%	\$366
Olmsted Falls 26875 Bagley Road Olmsted Falls, OH 44138	126	15	-0-	121	97%	\$329
Oxford Village 2 Dolinger Drive West Grove, PA 19390	224	59	2	222	99%	\$562
Pine Ridge Village/Pine Manor 100 Oriole Drive Carlisle, PA 17013	177	50	30	146	82%	\$470
Pine Valley Estates 1283 Sugar Hollow Road Apollo, PA 15613	218	38	-0-	133	61%	\$338
Pleasant View Estates 6020 Fort Jenkins Lane	110	21	9	79	72%	\$353

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Bloomsburg, PA 17815

Port Royal Village 485 Patterson Lane Belle Vernon, PA 15012	464	101	-0-	244	53%	\$389
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River Valley Estates 2066 Victory Road Marion, OH 43302	232	60	-0-	169	73%	\$334
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Rolling Hills Estates 14 Tip Top Circle Carlisle, PA 17015	92	30	2	75	82%	\$300
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\* We are currently seeking site plan approvals for 253 sites for this property.

<b>Name of Community</b>	<b>Number of Developed Sites</b>	<b>Acres Developed</b>	<b>Vacant Acres</b>	<b>Occupied at 12/31/13</b>	<b>Occupancy Percentage</b>	<b>Approximate Monthly Rent Per Site at 12/31/13</b>
Sandy Valley Estates 11461 State Route 800 N.E. Magnolia, OH 44643	364	102	10	241	66%	\$362
Shady Hills 1508 Dickerson Road #L1 Nashville, TN 37207	215	25	-0-	200	93%	\$389
Somerset Estates/Whispering Pines 1873 Husband Rd Somerset, PA 15501	252	74	24	200	79%	\$320/\$410
Southern Terrace 1229 State Route 164 Columbiana, OH 44408	117	26	4	114	97%	\$275
Southwind Village 435 E. Veterans Highway Jackson, NJ 08527	250	36	-0-	245	98%	\$520
Spreading Oaks Village 7140-29 Selby Road Athens, OH 45701	151	37	24	117	77%	\$318
Suburban Estates 33 Maruca Drive Greensburg, PA 15601	201	36	-0-	187	93%	\$326
Sunny Acres 272 Nicole Lane Somerset, PA 15501	207	55	2	201	97%	\$318
Sunnyside 2901 West Ridge Pike Eagleview, PA 19403	76	8	-0-	62	82%	\$594
Trailmont 512 Hillcrest Road Goodlettsville, TN 37072	130	32	-0-	118	91%	\$446
Twin Pines 2011 West Wilden Avenue Goshen, IN 46528	238	48	2	191	80%	\$373

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Twin Oaks I & II 27216 Cook Road Lot 1-A Olmsted Falls, OH 44138	141	21	-0-	138	98%	\$376
Valley View I 50 Mollie Drive Ephrata, PA 17522	105	19	-0-	100	95%	\$436
Valley View II 50 Mollie Drive Ephrata, PA 17522	44	7	-0-	43	98%	\$453

Name of Community	Number of Developed Sites	Acres Developed	Vacant Acres	Occupied at 12/31/13	Occupancy Percentage	Approximate Monthly Rent Per Site at 12/31/13
Valley View Danboro 1081 North Easton Avenue Doylestown, PA 18902	233	31	-0-	228	98%	\$577
Valley View Honey Brook 1 Mark Lane Honey Brook, PA 19344	147	28	13	142	97%	\$510
Waterfalls Village 3450 Howard Road Lot 21 Hamburg, NY 14075	201	35	-0-	155	77%	\$486
Weatherly Estates 271 Weatherly Drive Lebanon, TN 37087	270	41	-0-	252	93%	\$400
Woodland Manor 338 County Route 11, Lot 165 West Monroe, NY 13167	149	77	-0-	72	48%	\$332
Woodlawn Village 265 Route 35 Eatontown, NJ 07724	156	14	-0-	139	89%	\$592
Wood Valley 2 West Street Caledonia, OH 43314	161	31	56	87	54%	\$310
Youngstown Estates 999 Balmer Road Youngstown, NY 14174	90	14	59	68	76%	\$290
<b>Total</b>	<b>13,494</b>	<b>2,928</b>	<b>942</b>	<b>10,822</b>	<b>81%*</b>	<b>\$401**</b>

\* Does not include vacant sites at Memphis  
Mobile City.

\*\* Weighted average monthly  
rent per site.

The Company actively seeks to have older homes removed from the communities and replaced by newer modern homes. During 2013, the Company sold approximately 160 newer homes into our communities. Homes left the communities for various reasons, including being demolished as obsolete. Exclusive of the vacant sites at Memphis

Mobile City, the Company's occupancy rate has increased from 80% at December 31, 2012 to 81% at December 31, 2013. The ability of manufactured home communities to be renewed and upgraded is believed to be a positive factor.

Residents rent sites on a month-to-month or year-to-year basis. Southwind Village and Woodlawn Village (both in New Jersey) are the only communities subject to local rent control laws.

In connection with the operation of its communities, the Company operates approximately 1,720 rental units. These are homes owned by the Company and rented to residents. The Company engages in the rental of manufactured homes primarily in areas where the communities have existing vacancies. The rental homes produce income on both the home and the site which might otherwise be non-income producing. The Company sells the rental homes when the opportunity arises.

The Company has approximately 1,100 additional sites in various stages of engineering/construction. Due to the difficulties involved in the approval and construction process, it is difficult to predict the number of sites which will be completed in a given year.

### **Significant Properties**

The Company operates approximately \$366,000,000 (at original cost) in manufactured home properties. These consist of seventy-four separate manufactured home communities and related improvements. No single community constitutes more than 10% of the total assets of the Company. Our larger properties consist of: Port Royal Village with 464 developed sites, Allentown with 435 developed sites, Heather Highlands with 404 developed sites, Broadmore Estates with 389 developed sites, Sandy Valley Estates with 364 developed sites, Countryside Village with 348 developed sites, Highland Estates with 327 developed sites, Fairview Manor with 318 developed sites, and Maple Manor with 316 developed sites.

### **Mortgages on Properties**

The Company has mortgages on various properties. The maturity dates of these mortgages range from the years 2015 to 2023. Interest rates vary from fixed rates of 4.0% to 6.175% and variable rates of prime plus 1.0% to LIBOR plus 3.25%. The weighted-average interest rate on our mortgages was approximately 4.54% at December 31, 2013. The aggregate balances of these mortgages total \$160,639,944 at December 31, 2013. (For additional information, see Part IV, Item 15(a) (1) (vi), Note 5 of the Notes to Consolidated Financial Statements – Loans and Mortgages Payable).

### **Item 3 Legal Proceedings**

Legal proceedings are incorporated herein by reference and filed as Part IV, Item 15(a)(1)(vi), Note 13 of the Notes to Consolidated Financial Statements – Commitments, Contingencies and Legal Matters.

### **Item 4 Mine Safety Disclosures**

Not Applicable.





**PART II****Item 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Prior to March 2, 2012, the Company's shares were listed on the NYSE Amex (symbol: UMH). The per share range of high and low quotes for the Company's stock and distributions paid to shareholders for each quarter of the last two years are as follows:

	2013			2012		
	HIGH	LOW	Distribution	HIGH	LOW	Distribution
First Quarter	\$10.98	\$9.94	\$ 0.18	\$11.35	\$9.15	\$ 0.18
Second Quarter	11.55	10.04	0.18	11.82	9.68	0.18
Third Quarter	11.25	9.20	0.18	12.15	10.35	0.18
Fourth Quarter	10.70	9.01	<u>0.18</u>	12.20	9.24	<u>0.18</u>
			<u>\$0.72</u>			<u>\$0.72</u>

On March 2, 2012, the Company transferred the listing of its common and preferred stock from the NYSE Amex to the New York Stock Exchange (NYSE). The Company has retained its stock symbols (UMH) for the common shares and (UMH-PA) for the preferred shares.

On March 3, 2014, the closing price of the Company's stock was \$9.26.

As of December 31, 2013, there were approximately 750 registered shareholders of the Company's common stock based on the number of record owners.

For the years ended December 31, 2013 and 2012, total distributions paid by the Company for common stock amounted to \$13,563,471 or \$0.72 per share (\$0.12844 taxed as ordinary income, \$0.05835 taxed as capital gains and \$0.53321 as a return of capital) and \$11,729,796 or \$0.72 per share (\$0.07892 taxed as ordinary income, \$0.08391 taxed as capital gains and \$0.55717 as a return of capital), respectively.

It is the Company's intention to continue distributing quarterly dividends. On January 15, 2014, the Board of Directors declared a cash dividend of \$0.18 per share to be paid on March 17, 2014 to common shareholders of record February 18, 2014. Future dividend policy will depend on the Company's earnings, capital requirements, REIT requirements, financial condition, availability and cost of bank financing and other factors considered relevant by the Board of

Directors.

On May 26, 2011, the Company issued 1,338,800 shares of 8.25% Series A Cumulative Redeemable Preferred Stock (Series A Preferred Stock) at \$25.00 per share for net proceeds of \$31,854,328, after underwriting discounts of \$1,054,305 and other expenses, including legal and other professional fees, of \$561,367. MREIC purchased 200,000 shares of Series A Preferred Stock in the offering. Such shares were purchased by MREIC at the same price as other investors in the offering. The annual dividend of \$2.0625 per share or 8.25% of the \$25.00 per share liquidation value are cumulative and, is payable quarterly in arrears on March 15, June 15, September 15, and December 15.

On April 10, 2012, the Company issued an additional 1,075,000 shares of Series A Preferred Stock at \$25.292, including accrued dividends of \$0.292, for net proceeds of approximately \$25,700,000, after underwriting discounts of approximately \$847,000 and other expenses, including legal and other professional fees of approximately \$326,000.

On October 31, 2012, the Company issued an additional 1,250,000 shares of Series A Preferred Stock at \$25.50, including accrued dividends of \$0.344, for net proceeds of approximately \$30,600,000, after underwriting discounts of approximately \$638,000 and other expenses, including legal and other professional fees of approximately \$258,000.

The Series A Preferred Stock, par value \$25.00, has no maturity and will remain outstanding indefinitely unless redeemed or otherwise repurchased. The Series A Preferred Stock is not redeemable prior to May 26, 2016,

except pursuant to provisions relating to preservation of the Company's qualification as a real estate investment trust (REIT) or upon the occurrence of a Delisting Event or a Change of Control. On and after May 26, 2016, the Series A Preferred Stock will be redeemable at the Company's option for cash, in whole or, from time to time, in part, at a price per share equal to \$25.00, plus all accrued and unpaid dividends (whether or not declared), if any, to, but not including, the redemption date, on each share of Series A Preferred Stock to be redeemed.

For the year ended December 31, 2013, total distributions paid by the Company for preferred stock, amounted to \$7,556,588 or \$2.0625 per share (\$1.418164 taxed as ordinary income and \$0.644336 taxed as capital gains). For the year ended December 31, 2012, total distributions paid by the Company for preferred stock, before accrued dividends, amounted to \$5,068,697 or \$2.0625 per share (\$0.99966 taxed as ordinary income and \$1.06284 taxed as capital gains).

On January 15, 2014, the Board of Directors declared a quarterly dividend of \$0.515625 per share for the period from December 1, 2013 through February 28, 2014, on the Company's 8.25% Series A Cumulative Redeemable Preferred Stock payable March 17, 2014 to preferred shareholders of record February 18, 2014. Series A preferred share dividends are cumulative and payable quarterly at an annual rate of \$2.0625 per share.

### **Issuer Purchases of Equity Securities**

On January 15, 2014, the Board of Directors reaffirmed its Share Repurchase Program (the repurchase program) that authorizes the Company to purchase up to \$10,000,000 in the aggregate of the Company's common stock. The repurchase program was originally created in June 2008 and is intended to be implemented through purchases made from time to time using a variety of methods, which may include open market purchases, privately negotiated transactions or block trades, or by any combination of such methods, in accordance with applicable insider trading and other securities laws and regulations. The size, scope and timing of any purchases will be based on business, market and other conditions and factors, including price, regulatory and contractual requirements or consents, and capital availability. The repurchase program does not require the Company to acquire any particular amount of common stock, and the program may be suspended, modified or discontinued at any time at the Company's discretion without prior notice. Shares of stock repurchased under the repurchase program will be held as treasury shares. There have been no purchases under the repurchase program to date.

### **Securities Authorized for Issuance Under Equity Compensation Plans**

On June 13, 2013, the shareholders approved and ratified the Company's 2013 Stock Option and Stock Award Plan (the 2013 Plan) authorizing the grant to officers and key employees of options to purchase up to 3,000,000 shares of common stock. The 2013 Plan replaced the Company's 2003 Stock Option and Award Plan, as amended, which, pursuant to its terms, terminated in 2013. The outstanding options under the 2003 Stock Option and Award Plan, as amended, remain outstanding until exercised, forfeited or expired. See Note 6 in the Notes to the Consolidated Financial Statements for a description of the plans.



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The following table summarizes information, as of December 31, 2013, relating to equity compensation plans of the Company (including individual compensation arrangements) pursuant to which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to		Number of Securities Remaining Available for Future Issuance
	Exercise of Outstanding Options, Warrants and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	
	(a)	(b)	(c)
Equity Compensation Plans Approved by Security Holders	1,093,000	\$10.86	2,618,000
Equity Compensation Plans not Approved by Security Holders	N/A	N/A	N/A
Total	1,093,000	\$10.86	2,618,000

-

### Comparative Stock Performance

The following line graph compares the total return of the Company's common stock for the last five years to the FTSE NAREIT ALL REIT Total Return Index published by the National Association of Real Estate Investment Trusts (NAREIT) and to the S&P 500 Index for the same period. The total return reflects stock price appreciation and dividend reinvestment for all three comparative indices. The information herein has been obtained from sources believed to be reliable, but neither its accuracy nor its completeness is guaranteed.



**Item 6 Selected Financial Data**

The following table sets forth selected financial and other information for the Company as of and for each of the years in the five year period ended December 31, 2013. This table should be read in conjunction with all of the financial statements and notes thereto included elsewhere herein.

	2013	2012	2011	2010	2009
<b>Operating Data:</b>					
Rental and Related Income	\$53,477,893	\$38,012,231	\$32,990,219	\$27,877,470	\$26,491,999
Sales of Manufactured Homes	8,727,214	8,815,533	6,323,135	6,133,494	5,527,253
Total Income	62,205,107	46,827,764	39,313,354	34,010,964	32,019,252
Community Operating Expenses	29,140,920	20,564,286	17,758,332	14,870,694	13,200,885
Loss Relating to Flood	-0-	-0-	984,701	-0-	-0-
Total Expenses	58,009,654	44,214,508	36,797,740	30,520,846	26,658,062
Interest Income	2,186,387	2,027,969	1,991,180	2,817,059	2,632,055
Dividend Income	3,481,514	3,243,592	2,512,057	1,762,609	1,952,862
Gain (Loss) on Securities					
Transactions, net	4,055,812	4,092,585	2,692,649	3,931,880	(1,804,146)
Interest Expense	7,849,835	5,803,172	5,744,567	5,183,296	4,455,332
Gain (Loss) on Sales of Investment					
Property and Equipment	18,803	(41,481)	28,873	(8,244)	179,607
Net Income	5,836,823	6,474,057	3,696,263	6,668,915	3,689,388
Net Income (Loss) Attributable to					
Common Shareholders	(1,719,765)	1,749,339	2,039,497	6,668,915	3,689,388
Net Income Per Share					
Basic	0.31	0.40	0.25	0.52	0.32
Diluted	0.31	0.40	0.25	0.52	0.32
Net Income (Loss) Attributable to					
Common Shareholders Per Share					
Basic	(0.09)	0.11	0.14	0.52	0.32
Diluted	(0.09)	0.11	0.14	0.52	0.32

**Cash Flow Data:**

Net Cash Provided (Used) by:

Operating Activities	\$11,238,088	\$9,087,749	\$8,410,892	\$6,481,751	\$11,355,096
Investing Activities	(110,365,339)	(66,985,675)	(39,765,028)	(33,894,219)	(8,288,707)
Financing Activities	95,706,570	60,135,727	34,491,139	28,553,703	(1,329,854)

**Balance Sheet Data:**

Total Investment Property	\$365,824,412	\$253,490,055	\$191,252,542	\$168,590,072	\$125,318,411
Total Assets	407,979,974	300,281,215	223,944,536	188,780,515	147,971,540



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Mortgages Payable	160,639,944	108,871,352	90,282,010	90,815,777	70,318,950
Series A Preferred Stock	91,595,000	91,595,000	33,470,000	-0-	-0-
Total Shareholders' Equity	190,585,737	174,985,248	105,877,205	71,927,753	55,971,862

**Other Information:**

Average Number of Shares

Outstanding

Basic	18,724,321	16,197,339	14,506,679	12,767,904	11,412,536
Diluted	18,789,662	16,260,225	14,562,018	12,822,644	11,417,664
Funds from Operations (1)	\$9,943,156	\$9,147,978	\$7,972,962	\$11,193,185	\$7,834,295
Core Funds from Operations (1)	11,398,698	10,010,147	9,218,126	11,640,762	7,834,295
Cash Dividends Per Common Share	0.72	0.72	0.72	0.72	0.72

(1) We assess and measure our overall operating results based upon an industry performance measure referred to as Funds From Operations (FFO), which management believes is a useful indicator of our operating performance. FFO is used by industry analysts and investors as a supplemental operating performance measure of a REIT. FFO, as defined by The National Association of Real Estate Investment Trusts (NAREIT), represents net income (loss) attributable to common shareholders, as defined by accounting principles generally accepted in the United States of America (U.S. GAAP), excluding extraordinary items, as defined under U.S. GAAP, gains or losses from sales of previously depreciated real estate assets, impairment charges related to depreciable real estate assets, plus certain non-cash items such as real estate asset depreciation and amortization. NAREIT created FFO as a non-U.S. GAAP supplemental measure of REIT operating performance. We define Core Funds From Operations (Core FFO) as FFO plus acquisitions costs and Loss Relating to Flood. FFO and Core FFO should be considered as a supplemental measure of operating performance used by REITs. FFO and Core FFO excludes historical cost depreciation as an expense and may facilitate the comparison of REITs which have different cost basis. The items excluded from FFO and Core FFO are significant components in understanding the Company's financial performance.

FFO and Core FFO (i) do not represent Cash Flow from Operations as defined by U.S. GAAP; (ii) should not be considered as an alternative to Net Income as a measure of operating performance or to Cash Flows from Operating, Investing and Financing Activities; and (iii) are not an alternative to cash flow as a measure of liquidity. FFO and Core FFO, as calculated by the Company, may not be comparable to similarly titled measures reported by other REITs.

The Company's FFO and Core FFO Attributable to Common Shareholders are calculated as follows:

	2013	2012	2011	2010	2009
Net Income (Loss) Attributable					
to Common Shareholders	\$(1,719,765)	\$1,749,339	\$2,039,497	\$6,668,915	\$3,689,388
Loss (Gain) on Sales of					
Depreciable Assets	(18,803)	41,481	(28,873)	8,244	62,783
Depreciation Expense	11,681,724	7,357,158	5,962,338	4,516,026	4,082,124
FFO Attributable to					
Common Shareholders					
(1)	9,943,156	9,147,978	7,972,962	11,193,185	7,834,295
Acquisition Costs	1,455,542	862,169	260,463	447,577	-0-
Loss Relating to Flood	-0-	-0-	984,701	-0-	-0-
(2)					
Core FFO Attributable to Common Shareholders					
(1) (2)	\$11,398,698	\$10,010,147	\$9,218,126	\$11,640,762	\$7,834,295

- (1) Includes gain on sale of easement of \$242,390 in 2009.
- (2) Represents loss relating to flood at Memphis Mobile City.

**Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Safe Harbor Statement**

Statements contained in this Form 10-K, that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about the Company's expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Forward-looking statements can be identified by their use of forward-looking words, such as may, will, anticipate, expect, believe, intend, plan, should, terms, or the negative use of those words, but the absence of these words does not necessarily mean that a statement is not forward-looking.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not

predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described below and under the headings Business , Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations. These and other risks, uncertainties and factors could cause our actual results to differ materially from those included in any forward-looking statements we make. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause actual results to differ materially from our expectations include, among others:

.  
changes in the real estate market conditions and general economic conditions;

.  
the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations affecting manufactured housing communities and illiquidity of real estate investments;

.  
increased competition in the geographic areas in which we own and operate manufactured housing communities;

.  
our ability to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to us;

.  
our ability to maintain rental rates and occupancy levels;

.  
changes in market rates of interest;

.  
our ability to repay debt financing obligations;

.  
our ability to refinance amounts outstanding under our credit facilities at maturity on terms favorable to us;

.  
our ability to comply with certain debt covenants;

our ability to integrate acquired properties and operations into existing operations;

.

the availability of other debt and equity financing alternatives;

.

continued ability to access the debt or equity markets;

.

the loss of any member of our management team;

.

our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;

.

the ability of manufactured home buyers to obtain financing;

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the level of repossessions by manufactured home lenders;

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market conditions affecting our investment securities;

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changes in federal or state tax rules or regulations that could have adverse tax consequences;

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our ability to qualify as a real estate investment trust for federal income tax purposes; and

.

those risks and uncertainties referenced under the heading "Risk Factors" contained in this Form 10-K and the Company's filings with the Securities and Exchange Commission.

You should not place undue reliance on these forward-looking statements, as events described or implied in such statements may not occur. The forward-looking statements contained in this Form 10-K speak only as of the date hereof and the Company expressly disclaims any obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

**Overview**

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

The Company is a self-administered, self-managed, real estate investment trust (REIT) with headquarters in Freehold, New Jersey. The Company's primary business is the ownership and operation of manufactured home communities which includes leasing manufactured home spaces on a month-to-month or year-to-year basis to private manufactured home owners. The Company also leases homes to residents and, through its taxable REIT

subsidiary, UMH Sales and Finance, Inc. (S&F), sells and finances homes to residents and prospective residents of our communities. During the year ended December 31, 2013, we have purchased seventeen manufactured home communities with five located in Pennsylvania, five located in Indiana, four located in Ohio, one located in Michigan, one located in New York and one located in Tennessee, for an aggregate purchase price of \$88,270,000. These acquisitions added approximately 2,700 developed sites to our portfolio, bringing our total to seventy-four communities containing approximately 13,500 developed sites. Our communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. The Company also invests in debt and equity securities of other REITs.

The Company's income primarily consists of rental and related income from the operation of its manufactured home communities. Income also includes sales of manufactured homes. Total income and income from community operations have increased approximately 33% and 39%, respectively, primarily due to the acquisitions in 2012 and 2013. Sales of manufactured homes have remained stable and have not yet returned to pre-recession levels. Many of our customers still face difficulties in selling their existing homes. Despite historically low interest rates, tight underwriting standards have kept a number of potential buyers out of the site-built market. This coupled with continued high unemployment rates, has negatively impacted our sales and our gross profit percentage.

Current economic indicators show the US economy to be improving. Activity in our communities has recently increased. Occupancy has increased from 80% at December 31, 2012 to 81% at December 31, 2013. In the current economic environment, we are seeing increased demand for rental units and during 2013, have added a net of approximately 300 rental units to selected communities as well as acquired 300 rental units with fiscal 2013 community acquisitions. Occupied rental units represent approximately 14% of total occupied sites. We hope to convert renters to new homeowners in the future.

The Company also holds a portfolio of securities of other REITs with a fair value of \$59,254,942 at December 31, 2013. The Company invests in these securities on margin from time to time when the Company can achieve an adequate yield spread. As of December 31, 2013, the Company has borrowings of \$18,574,228 under its margin line at 2.0% interest. The REIT securities portfolio provides the Company with liquidity and additional income and serves as a proxy for real estate investments. At December 31, 2013, the Company's portfolio consisted of 41% preferred stocks and 59% common stocks. The Company's weighted-average yield on the securities portfolio was approximately 7.0% at December 31, 2013. The Company realized a net gain of \$4,055,812 on sale of securities transactions in 2013 as compared to a net gain of \$4,092,585 during 2012. At December 31, 2013, the Company had unrealized gains of \$1,116,738 in its REIT securities portfolio. The dividends received from our securities investments continue to meet our expectations. It is our intent to hold these securities long-term.

In spite of challenges in the broad economy, the Company continues to strengthen its balance sheet. During 2013, the Company raised approximately \$35 million in new capital through its Dividend Reinvestment and Stock Purchase Plan. This capital was used to purchase communities and pay down certain loans and mortgages.

We have entered into a new \$35,000,000 Unsecured Revolving Credit Facility with Bank of Montreal ( Credit Facility ), which can be increased up to a maximum aggregate borrowing capacity of \$50,000,000. We have also

reduced the weighted average interest rate on our mortgage debt from 5.2% at December 31, 2012 to 4.5% at December 31, 2013.

At December 31, 2013, the Company had approximately \$7.6 million in cash, \$59.3 million in securities encumbered by \$18.6 million in margin loans, and \$15 million available on the Credit Facility. The Company also has a \$10 million revolving line of credit for the financing of homes, of which \$4.9 million was utilized, and facilities totaling \$13.5 million to finance inventory purchases, of which \$5.6 million was utilized.

The Company intends to continue to increase its real estate investments. In 2012 and 2013, we have added a total of thirty-four manufactured home communities to our portfolio, encompassing approximately 4,500 developed sites. We have also entered into definitive agreements to purchase twelve manufactured home communities with a total of approximately 1,340 developed home sites located in Ohio and Pennsylvania for a purchase price of approximately \$37.2 million. We have been positioning ourselves for future growth and will continue to seek opportunistic investments in 2014. The growth of our real estate portfolio depends on the



availability of suitable properties which meet the Company's investment criteria and appropriate financing. There is no guarantee that any of these additional opportunities will materialize or that the Company will be able to take advantage of such opportunities.

The Company believes that funds generated from operations, funds generated from the dividend reinvestment and stock purchase plan (DRIP), and the funds available on the line of credit, together with the ability to finance and refinance its properties will provide sufficient funds to adequately meet its obligations over the next several years.

See PART I, Item 1- Business and Item 1A Risk Factors for a more complete discussion of the economic and industry-wide factors relevant to the Company, the Company's lines of business and principal products and services, and the opportunities, challenges and risks on which the Company is focused.

### **Significant Accounting Policies and Estimates**

The discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the Company's consolidated financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Significant accounting policies are defined as those that involve significant judgment and potentially could result in materially different results under different assumptions and conditions. Management believes the following critical accounting policies are affected by our more significant judgments and estimates used in the preparation of the Company's consolidated financial statements. For a detailed description of these and other accounting policies, see Note 2 in the notes to the Company's consolidated financial statements included in this Form 10-K.

#### **Real Estate Investments**

The Company applies Financial Accounting Standards Board Accounting Standards Codification (ASC) 360-10, Property, Plant & Equipment (ASC 360-10) to measure impairment in real estate investments. Rental properties are individually evaluated for impairment when conditions exist which may indicate that it is probable that the sum of expected future cash flows (on an undiscounted basis without interest) from a rental property is less than the carrying value under its historical net cost basis. These expected future cash flows consider factors such as future operating income, trends and prospects as well as the effects of leasing demand, competition and other factors. Upon determination that a permanent impairment has occurred, rental properties are reduced to their fair value. For

properties to be disposed of, an impairment loss is recognized when the fair value of the property, less the estimated cost to sell, is less than the carrying amount of the property measured at the time there is a commitment to sell the property and/or it is actively being marketed for sale. A property to be disposed of is reported at the lower of its carrying amount or its estimated fair value, less its cost to sell. Subsequent to the date that a property is held for disposition, depreciation expense is not recorded.

Upon acquisition of a property, the Company applies ASC 805, Business Combinations (ASC 805) and allocates the purchase price of the property based upon the fair value of the assets acquired, which generally consist of land, site and land improvements, buildings and improvements and rental homes. The Company allocates the purchase price of an acquired property generally determined by internal evaluation as well as third-party appraisal of the property obtained in conjunction with the purchase. Transaction costs, such as broker fees, transfer taxes, legal, accounting, valuation, and other professional and consulting fees, related to acquisitions are expensed as incurred.

The Company conducted a comprehensive review of all real estate asset classes in accordance with ASC 360-10-35-21, which indicates that asset values should be analyzed whenever events or changes in circumstances indicate that the carrying value of a property may not be fully recoverable. The process entails the analysis of property for instances where the net book value exceeds the estimated fair value. In accordance with ASC 360-10-

35-17, an impairment loss shall be recognized if the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. The Company utilizes the experience and knowledge of its internal valuation team to derive certain assumptions used to determine an operating property's cash flow. Such assumptions include lease-up rates, rental rates, rental growth rates, and capital expenditures. The Company reviewed its operating properties in light of the requirements of ASC 360-10 and determined that, as of December 31, 2013, the undiscounted cash flows over the holding period for these properties were in excess of their carrying values and, therefore, no impairment charges were required.

Securities Available for Sale

Investments in non-real estate assets consist primarily of marketable securities. The Company individually reviews and evaluates our marketable securities for impairment on a quarterly basis or when events or circumstances that may indicate possible impairment occur. The Company considers, among other things, credit aspects of the issuer, amount of decline in fair value over cost and length of time in a continuous loss position. The Company has developed a general policy of evaluating whether an unrealized loss is other than temporary. On a quarterly basis, the Company makes an initial review of every individual security in its portfolio. If the security is impaired, the Company first determines our intent and ability to hold this investment for a period of time sufficient to allow for any anticipated recovery in market value. Next, the Company determines the length of time and the extent of the impairment. Barring other factors, including the downgrading of the security or the cessation of dividends, if the fair value of the security is below cost by less than 20% for less than 6 months and the Company has the intent and ability to hold the security, the security is deemed to not be other than temporarily impaired. Otherwise, the Company reviews additional information to determine whether the impairment is other than temporary. The Company discusses and analyzes any relevant information known about the security, such as:

a.

Whether the decline is attributable to adverse conditions related to the security or to specific conditions in an industry or in a geographic area.

b.

Any downgrading of the security by a rating agency.

c.

Whether the financial condition of the issuer has deteriorated.

d.

Status of dividends Whether dividends have been reduced or eliminated, or scheduled interest payments have not been made.

e.

Analysis of the underlying assets (including NAV analysis) using independent analysis or recent transactions.

The Company generally holds REIT securities long term and has the ability and intent to hold securities to recovery. If a decline in fair value is determined to be other than temporary, an impairment charge is recognized in earnings and the cost basis of the individual security is written down to fair value as the new cost basis.

The Company's securities consist primarily of common and preferred stock of other REITs. These securities are all publicly-traded and purchased on the open market, through private transactions or through dividend reinvestment plans. These securities are classified among three categories: Held-to-maturity, trading and available-for-sale. As of December 31, 2013 and 2012, the Company's securities are all classified as available-for-sale and are carried at fair value based upon quoted market prices. Gains or losses on the sale of securities are based on identifiable cost and are accounted for on a trade date basis. Unrealized holding gains and losses are excluded from earnings and reported as a separate component of Shareholders' Equity until realized. The change in net unrealized holding gains and losses are reflected as comprehensive income.

Other

Estimates are used when accounting for the allowance for doubtful accounts for our rents and loans receivable, potentially excess and obsolete inventory and contingent liabilities, among others. These estimates are susceptible to change and actual results could differ from these estimates. The effects of changes in these estimates are recognized in the period they are determined.

## Results of Operations

### *Acquisitions in 2013*

On March 1, 2013, the Company acquired 10 manufactured home communities for \$67,500,000. These 10 all-age communities total 1,854 sites and are situated on approximately 400 acres. There are five communities located in Indiana, four communities located in Pennsylvania, and one community located in Michigan. The average occupancy for these communities at closing was approximately 85%. The Company obtained a \$53,760,000 mortgage loan from JP Morgan Chase Bank, N.A. and paid the balance with cash on hand. The Company also included 3 additional communities in this mortgage. Interest on the mortgage loan is fixed at 4.065%. This mortgage loan matures on March 1, 2023.

On April 2, 2013, the Company acquired Holiday Mobile Village, a 274-site manufactured home community situated on approximately 68 acres, located in Nashville, Tennessee, for a purchase price of \$7,250,000. The occupancy for this community at closing was approximately 82%. The Company used its Unsecured Revolving Credit Facility with Bank of Montreal (BMO) to finance this acquisition.

On October 1, 2013, the Company acquired Rolling Hills Estates, a 91-site manufactured home community situated on approximately 32 acres, located in Carlisle, Pennsylvania, for a purchase price of \$1,720,000. The occupancy for this community at closing was approximately 91%.

On November 6, 2013, the Company acquired five manufactured home communities for an aggregate purchase price of \$11,800,000. These five all-age communities contain a total of 519 developed home sites that are situated on approximately 200 total acres. This portfolio consists of Melrose Village, Melrose West, Little Chippewa, and Auburn Estates located in Ohio and Youngstown Estates located in New York. The average occupancy for these communities is approximately 82%. The Company assumed a \$7,700,000 mortgage loan. This mortgage is at a fixed interest rate of 4.75% and matures on December 6, 2022.

### *Acquisitions in 2012*

On January 12, 2012, the Company acquired Countryside Estates, a 90-site manufactured home community from an unrelated entity, situated on approximately 64 acres, located in Muncie, Indiana, for a purchase price of \$2,100,000. This community was originally licensed for over 200 sites and is being built in phases. Upon completion, it will ultimately be approximately 205 sites. At acquisition, the occupancy for this community was 79%. The Company used proceeds from the preferred stock offering to finance this acquisition.

On July 26, 2012, the Company acquired Meadowood, a 123-site manufactured home community from an unrelated entity, situated on approximately 20 acres, located in New Middletown, Ohio, for a purchase price of \$3,400,000. At acquisition, the occupancy for this community was 88%. The Company used proceeds from the preferred stock offering to finance this acquisition.

On August 1, 2012, the Company completed the acquisition of eleven manufactured home communities from ARCPA Properties LLC and ARCML06 LLC, both unrelated entities of the Company, for an aggregate purchase price of \$28,250,000. These communities total 968 sites on 200 acres, ten in Pennsylvania and one in New York. The communities are Carsons, Chambersburg I & II, Chelsea, Collingwood, Crestview, Frieden Manor, Green Acres, Monroe Valley, Mountaintop, Valley View Ephrata I and Valley View Ephrata II. The average occupancy for these communities is approximately 92%. The Company obtained a \$13,980,000 mortgage on the eleven property transaction from Sun National Bank, borrowed \$6,200,000 on its margin line, and paid the remaining amount in cash. This mortgage is at a variable rate of LIBOR plus 3.00% and matures on August 1, 2017. To eliminate the variability of the interest expense, the Company subsequently entered into an interest rate swap agreement having identical terms to the mortgage, resulting in a net fixed interest rate on the mortgage of 3.89%.

On September 12, 2012, the Company acquired two manufactured home communities, Colonial Heights and Southern Terrace from an unrelated entity, both located in Ohio for a total purchase price of \$5,900,000. These two communities total 280 sites situated on approximately 62 acres. At acquisition, the average occupancy for these

communities was approximately 89%. The Company used proceeds from the preferred stock offering to finance this acquisition.

On December 3, 2012, the Company acquired Twin Oaks from an unrelated entity, a 141-site manufactured home community situated on approximately 21 acres, located in Olmsted Falls, Ohio, for a purchase price of \$4,350,000. At acquisition, the occupancy for this community was 89%. The Company assumed a \$2,774,660 mortgage from Fannie Mae. This mortgage is at a fixed interest rate of 5.75% and matures on December 1, 2019.

On December 19, 2012, the Company acquired Olmsted Falls from an unrelated entity, a 125-site manufactured home community situated on approximately 14 acres, located in Olmsted Falls, Ohio, for a purchase price of \$3,600,000. At acquisition, the occupancy for this community was 96%. The Company used proceeds from the preferred stock offering to finance this acquisition.

#### 2013 vs. 2012

Rental and related income increased from \$38,012,231 for the year ended December 31, 2012 to \$53,477,893 for the year ended December 31, 2013, or 41%. This increase was due to the acquisitions during 2012 and 2013.

The Company has been raising rental rates by approximately 2% to 6% annually at certain communities. Other communities received no increases. Occupancy, as well as the ability to increase rental rates, directly affects revenues. Exclusive of the vacant sites at Memphis Mobile City, the Company's occupancy rate has increased from 80% at December 31, 2012 to 81% at December 31, 2013. Some of the Company's vacant sites resulted from expansions completed before the downturn in the economy. The Company continues to evaluate further expansion at selected communities in order to increase the number of available sites, obtain efficiencies and generate increased revenues.

Sales of manufactured homes decreased from \$8,815,533 for the year ended December 31, 2012 to \$8,727,214 for the year ended December 31, 2013, or 1%. The number of homes sold decreased from 210 homes in 2012 to 164 homes in 2013. There were 96 new homes sold in 2013 as compared to 98 in 2012. Cost of sales of manufactured homes decreased from \$7,903,678 for the year ended December 31, 2012 to \$7,204,410 for the year ended December 31, 2013, or 9%. Selling expenses decreased from \$2,152,701 for the year ended December 31, 2012 to \$1,985,834 for the year ended December 31, 2013, or 8%. Loss from the sales operations (defined as sales of manufactured homes less cost of sales of manufactured homes less selling expenses less interest on the financing of inventory) decreased from \$1,425,772 for the year ended December 31, 2012 to \$640,019 for the year ended December 31, 2013. The losses on sales include selling expenses of approximately \$2.0 million for the year ended December 31, 2013. Many of these costs, such as rent, salaries, and to an extent, advertising and promotion, are fixed. Adverse conditions have continued to slow the manufactured housing industry and the broader housing market in the U.S. Persistent high unemployment rates, the inability of our customers to sell their current homes and the decline in consumer confidence have all negatively impacted our sales and our gross profit percentage. New licensing laws, including the Secure and

Fair Enforcement for Mortgage Licensing Act of 2008 (SAFE Act), have also increased costs. However, the Company is optimistic about future sales and rental prospects given the fundamental need for housing. We have adjusted our inventory accordingly. The Company believes that sales of new homes produces new rental revenue and is an investment in the upgrading of our communities.

Community operating expenses increased from \$20,564,286 for the year ended December 31, 2012 to \$29,140,920 for the year ended December 31, 2013, or 42%. This increase was due to the acquisitions during 2012 and 2013. Additionally, the Company incurred additional non-recurring expenses relating to deferred maintenance at a number of our acquisitions.

General and administrative expenses increased from \$5,137,516 for the year ended December 31, 2012 to \$6,242,224 for the year ended December 31, 2013, or 22%. This was primarily due to an increase in personnel and personnel costs and directors fees. Over the past four years, the Company has doubled in size, based on total number of home sites. Additionally, compensation costs of \$150,000 relating to pension costs and a one-time charge of \$142,000 for a stock option grant of 100,000 shares to one participant who is of retirement age was



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recognized at time of approval and therefore the entire amount of measured compensation cost has been recognized. In addition, the Company granted an additional 292,000 of stock options to employees during 2013.

Franchise Taxes increased from \$237,000 for the year ended December 31, 2012 to \$299,000 for the year ended December 31, 2013, or 26%, primarily due to the acquisitions during 2013 and 2012.

Acquisition costs increased from \$862,169 for the year ended December 31, 2012 to \$1,455,542 for the year ended December 31, 2013, or 69%. Acquisition costs relate to the transaction, due diligence and other related costs associated with the acquisitions of communities. This was due to the increase in acquisitions in 2013 with an aggregate purchase price of \$88,270,000 as compared to 2012 with an aggregate purchase price of \$47,600,000.

Depreciation expense increased from \$7,357,158 for the year ended December 31, 2012 to \$11,681,724 for the year ended December 31, 2013, or 59%. This was primarily due to the acquisitions during 2012 and 2013.

Interest income remained relatively stable for the year ended December 31, 2013 as compared to the year ended December 31, 2012.

Dividend income increased from \$3,243,592 for the year ended December 31, 2012 to \$3,481,514 for the year ended December 31, 2013, or 7%. This increase is due to the increase in the balance of securities from \$57,325,440 at December 31, 2012 to \$59,254,942 at December 31, 2013. The Company's weighted-average yield on the securities portfolio was approximately 7.0% and 6.5% as of December 31, 2013 and 2012, respectively.

Gain on sale of securities transactions, net consists of the following:

	<b>Year Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
Gross realized gains	\$4,284,934	\$4,092,585
Gross realized losses	(229,122)	-0-
Total Gain on Sale of Securities Transactions, net	\$4,055,812	\$4,092,585

The Company had an accumulated unrealized gain on its securities portfolio of \$1,116,738 as of December 31, 2013.

Other income decreased from \$643,588 for the year ended December 31, 2012 to \$211,051 for the year ended December 31, 2013, or 67%. This decrease was due to the bonus payment received in the amount of \$499,471 in 2012 for rights to drill for oil and gas in one of our communities.

Interest expense increased from \$5,803,172 for the year ended December 31, 2012 to \$7,849,835 for the year ended December 31, 2013, or 35%. This increase is primarily due to the new mortgage loans for the community acquisitions in 2013. The average balance of mortgages payable was approximately \$135 million during 2013 as compared to approximately \$100 million during 2012. The Company has reduced its weighted average interest rate on its mortgages from 5.2% at December 31, 2012 to 4.5% at December 31, 2013.

Amortization of financing costs increased from \$302,280 for the year ended December 31, 2012 to \$462,362 for the year ended December 31, 2013, or 53%. This was primarily due to the deferred financing related to the Credit Facility and the early payoff of two mortgages.

Income from Community Operations (defined as Rental and Related Income less Community Operating Expenses) increased from \$17,447,945 for the year ended December 31, 2012 to \$24,336,973 for the year ended December 31, 2013, or 39%. This increase was due to the acquisitions during 2012 and 2013.

2012 vs. 2011

Rental and related income increased from \$32,990,219 for the year ended December 31, 2011 to \$38,012,231 for the year ended December 31, 2012, or 15%. This increase was due to the acquisitions during 2011 and 2012.

The Company has been raising rental rates by approximately 2% to 6% annually at certain communities. Other communities received no increases. Occupancy, as well as the ability to increase rental rates, directly affects revenues. Exclusive of the vacant sites at Memphis Mobile City, the Company's occupancy rate has increased from 77% at December 31, 2011 to 80% at December 31, 2012. Some of the Company's vacant sites were due to expansions completed before the downturn in the economy. The Company continues to evaluate further expansion at selected communities in order to increase the number of available sites, obtain efficiencies and generate increased revenue.

Sales of manufactured homes increased from \$6,323,135 for the year ended December 31, 2011 to \$8,815,533 for the year ended December 31, 2012, or 39%. The number of homes sold increased from 130 homes in 2011 to 210 homes in 2012. Cost of sales of manufactured homes increased from \$5,747,963 for the year ended December 31, 2011 to \$7,903,678 for the year ended December 31, 2012, or 38%. Selling expenses remained stable at \$2,152,701 and \$2,104,077 for the years ended December 31, 2012 and 2011, respectively. Loss from the sales operations (defined as sales of manufactured homes less cost of sales of manufactured homes less selling expenses less interest on the financing of inventory) decreased from \$1,569,194 for the year ended December 31, 2011 to \$1,425,772 for the year ended December 31, 2012. The losses on sales include selling expenses of approximately \$2.2 million for the year ended December 31, 2012. Many of these costs, such as rent, salaries, and to an extent, advertising and promotion, are fixed. Adverse conditions have continued to slow the manufactured housing industry and the broader housing market in the U.S. Persistent high unemployment rates, the inability of our customers to sell their current homes and the decline in consumer confidence have all negatively impacted our sales and our gross profit percentage. New licensing laws, including the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 (SAFE Act), have also increased costs. However, the Company is optimistic about future sales and rental prospects given the fundamental need for housing. We have adjusted our inventory accordingly. The Company believes that sales of new homes produces new rental revenue and is an investment in the upgrading of our communities.

Community operating expenses increased from \$17,758,332 for the year ended December 31, 2011 to \$20,564,286 for the year ended December 31, 2012, or 16%. This increase was due to the acquisitions during 2011 and 2012.

General and administrative expenses increased from \$3,854,866 for the year ended December 31, 2011 to \$5,137,516 for the year ended December 31, 2012, or 33%. This was primarily due to an increase in personnel and personnel costs and directors fees. Additionally, there was a one-time charge of \$123,490 for restricted stock grants to one participant who is of retirement age and therefore the entire amount of measured compensation cost has been recognized at grant date.

Franchise Taxes increased 90% from \$125,000 for the year ended December 31, 2011 to \$237,000 for the year ended December 31, 2012 primarily due to the acquisitions during 2012 and 2011.

Acquisition costs increased from \$260,463 for the year ended December 31, 2011 to \$862,169 for the year ended December 31, 2012. Acquisition costs relate to the transaction, due diligence and other related costs associated with the acquisitions of communities. This was due to the increase of acquisitions in 2012 (seventeen communities) as compared to 2011 (five communities).

Depreciation expense increased from \$5,962,338 for the year ended December 31, 2011 to \$7,357,158 for the year ended December 31, 2012, or 23%. This was primarily due to the acquisitions during 2011 and 2012.

Interest income remained relatively stable for the year ended December 31, 2012 as compared to the year ended December 31, 2011.

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Dividend income increased from \$2,512,057 for the year ended December 31, 2011 to \$3,243,592 for the year ended December 31, 2012. This increase is due to the increase in the balance of securities from \$43,298,214 at December 31, 2011 to \$57,325,440 at December 31, 2012. The Company's weighted-average yield on the securities portfolio was approximately 6.5% and 7.5% as of December 31, 2012 and 2011, respectively.

Gain on sale of securities transactions, net consists of the following:

	<b>Year Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
Gross realized gains	\$4,092,585	\$2,692,649
Gross realized losses	-0-	-0-
<b>Total Gain on Sale of Securities Transactions, net</b>	<b>\$4,092,585</b>	<b>\$2,692,649</b>

The Company had an accumulated unrealized gain on its securities portfolio of \$6,613,956 as of December 31, 2012.

Other income increased from \$77,375 for the year ended December 31, 2011 to \$643,588 for the year ended December 31, 2012. This increase was due to the bonus payment received in the amount of \$499,471 for rights to drill for oil and gas in one of our communities.

Interest expense remained relatively stable for the year ended December 31, 2012 as compared to the year ended December 31, 2011.

Amortization of financing costs decreased from \$376,918 for the year ended December 31, 2011 to \$302,280 for the year ended December 31, 2012, or 20%. This was primarily due to the payoff of two mortgages in 2012.

Income from Community Operations (defined as Rental and Related Income less Community Operating Expenses) increased from \$15,231,887 for the year ended December 31, 2011 to \$17,447,945 for the year ended December 31, 2012, or 15%. This increase was due to the acquisitions during 2011 and 2012.



**Off-Balance Sheet Arrangements and Contractual Obligations**

The Company has not executed any off-balance sheet arrangements.

The following is a summary of the Company's contractual obligations as of December 31, 2013:

Contractual Obligations	Total	Less than 1	1-3 years	3-5 years	More than 5
		year			years
Mortgages Payable	\$160,639,944	\$4,434,099	\$15,518,754	\$49,912,645	\$90,774,446
Interest on Mortgages Payable	43,195,204	7,306,560	13,747,326	9,643,983	12,497,335
Loans Payable	49,118,996	10,544,768	20,000,000	-0-	18,574,228
Interest on Loans Payable	3,746,536	1,284,551	1,347,531	742,969	371,485
Operating Lease Obligations	224,000	168,000	56,000	-0-	-0-
Purchase of Property	37,150,000	37,150,000	-0-	-0-	-0-
Retirement Benefits	600,000	50,000	100,000	-0-	450,000
Total	\$294,674,680	\$60,937,978	\$50,769,611	\$60,299,597	\$122,667,494

Mortgages payable represents the principal amounts outstanding based on scheduled payments. The interest rates on these mortgages vary from fixed rates ranging from 4.0% to 6.175% and variable rates of prime plus 1.0% to LIBOR plus 3.25%. The weighted-average interest rate was approximately 4.54% at December 31, 2013.

Loans payable represents \$20,000,000 outstanding on the Company's unsecured line of credit with an interest rate ranging from LIBOR plus 2.00% to 2.75% or prime plus 1.00% to 1.75%, based on the Company's overall leverage (2.42% as of December 31, 2013), \$18,574,228 outstanding on its margin line with an interest rate of 2.0% at December 31, 2013, \$5,624,569 outstanding on the Company's revolving credit agreements to finance inventory with interest rates ranging from prime with a minimum of 6% to prime plus 2% with a minimum of 8% after 18 months (weighted average interest rate of 6.03% as of December 31, 2013), and \$4,920,199 outstanding on the Company's revolving line of credit secured by eligible notes receivables with an interest rate of LIBOR plus 350 basis points (3.67% as of December 31, 2013).

Operating lease obligations represent a lease, with a related party, for the Company's corporate offices. On May 1, 2010, the Company renewed this lease for an additional five-year term with monthly lease payments of \$13,600 through April 30, 2013 and \$14,000 through April 30, 2015. The Company is also responsible for its proportionate share of real estate taxes and common area maintenance. Approximately 70% of the monthly lease payment plus its proportionate share of real estate taxes and common area maintenance is reimbursed by MREIC.

Purchase of Property represents the total purchase price of twelve communities under contract in Ohio and Pennsylvania for a total purchase price of \$37,150,000. These acquisitions are expected to close in the first and second quarter of 2014.

Retirement benefits represent the total future amount to be paid, on an undiscounted basis, relating to an executive officer. These benefits are based upon specific employment agreements. The agreements do not require the Company to separately fund the obligation and therefore will be paid from the general assets of the Company. The Company has accrued these benefits on a present value basis over the terms of the agreements (See Note 8 of the Notes to Consolidated Financial Statements).

### **Liquidity and Capital Resources**

The Company operates as a real estate investment trust deriving its income primarily from real estate rental operations. The Company's shareholders' equity increased from \$174,985,248 as of December 31, 2012 to \$190,585,737 as of December 31, 2013, primarily due to the issuance of 3,658,010 shares of common stock through the DRIP. This increase was partially offset by distributions to our common and preferred shareholders totaling \$21,120,059 and a decrease in accumulated other comprehensive income due to a decrease in the unrealized gain on the available for sale securities of \$5,497,218. See further discussion below.



The Company's principal liquidity demands have historically been, and are expected to continue to be, distribution requirements, acquisitions, capital improvements, development and expansions of properties, debt service, purchases of manufactured home inventory, investment in debt and equity securities of other REITs, financing of manufactured home sales and payments of expenses relating to real estate operations. The Company's ability to generate cash adequate to meet these demands is dependent primarily on income from its real estate investments and securities portfolio, the sale of real estate investments and securities, refinancing of mortgage debt, leveraging of real estate investments, availability of bank borrowings, proceeds from the DRIP, and access to the capital markets.

The Company intends to operate its existing properties from the cash flows generated by the properties. However, the Company's expenses are affected by various factors, including inflation. Increases in operating expenses raise the breakeven point for a property and, to the extent that they cannot be passed on through higher rents, reduce the amount of available cash flow which can adversely affect the market value of the property.

On April 10, 2012, the Company issued an additional 1,075,000 shares of Series A Cumulative Redeemable Preferred Stock in an underwritten public offering at \$25.292, including accrued dividends, for net proceeds of approximately \$25,700,000, after underwriting discounts of approximately \$847,000 and other expenses, including legal and other professional fees of approximately \$326,000.

On October 31, 2012, the Company issued an additional 1,250,000 shares of Series A Cumulative Redeemable Preferred Stock in a direct placement at \$25.50, including preferred dividends, for net proceeds of approximately \$30,600,000, after underwriting discounts of approximately \$638,000, other expenses, including legal and other professional fees of approximately \$258,000.

During 2013, the Company raised approximately \$35 million in new capital through its Dividend Reinvestment and Stock Purchase Plan. This capital was used to purchase communities and pay down certain loans and mortgages.

On March 29, 2013, the Company entered into a new \$35,000,000 Unsecured Revolving Credit Facility with Bank of Montreal (Credit Facility), which can be increased to a maximum aggregate borrowing capacity of \$50,000,000. The Credit Facility replaced our previous \$5,000,000 unsecured line of credit. As of December 31, 2013, we had an outstanding balance of \$20,000,000 on the Credit Facility.

As of December 31, 2013, the Company had \$7,615,143 of cash and cash equivalents, securities available for sale of \$59,254,942 encumbered by \$18,574,228 in margin loans and \$15,000,000 available on Credit Facility. The Company also has a \$10,000,000 revolving line of credit for the financing of homes, of which \$4,920,199 was utilized at December 31, 2013, and revolving credit facilities totaling \$13,500,000 to finance inventory purchases, of which \$5,624,569 was utilized at December 31, 2013. At December 31, 2013, the Company owns seventy-four communities of which twenty-six are unencumbered. These marketable securities, non-mortgaged properties, and lines of credit provide the Company with additional liquidity. The Company has been raising equity capital through its DRIP and through the issuance of preferred stock. The Company believes that funds generated from operations, the DRIP and

capital market, the funds available on the lines of credit, together with the ability to finance and refinance its properties will provide sufficient funds to adequately meet its obligations over the next several years.

The Company's focus is on real estate investments. The Company has historically financed purchases of real estate primarily through mortgages. During 2013, total investment property increased 44% or \$112,334,357. The Company made acquisitions of seventeen manufactured home communities totaling approximately 2,700 developed sites at an aggregate purchase price of \$88,270,000, which were funded primarily from mortgages and the unsecured line of credit. The Company plans to continue to acquire additional properties. The funds for these acquisitions may come from bank borrowings, proceeds from the DRIP, and private placements or public offerings of common or preferred stock. To the extent that funds or appropriate properties are not available, fewer acquisitions will be made.

The Company also invests in debt and equity securities of other REITs for liquidity and additional income. The securities portfolio increased 3% or \$1,929,502 primarily due to purchases of \$22,352,376, partially offset by sales of securities with a cost of \$14,925,656 and a decrease in the unrealized gain of \$5,497,218. The Company

from time to time may purchase these securities on margin when there is an adequate yield spread. At December 31, 2013, \$18,574,228 was outstanding on the margin loan at a 2.0% interest rate.

Net cash provided by operating activities amounted to \$11,238,088, \$9,087,749 and \$8,410,892 for the years ended December 31, 2013, 2012 and 2011, respectively. These increases were primarily due to the increase in depreciation for new acquisitions.

Net cash used by investing activities amounted to \$110,365,339, \$66,985,675 and \$39,765,028 for the years ended December 31, 2013, 2012 and 2011, respectively. These increases were primarily due to the purchases of manufactured home communities and investment property and equipment.

Net cash provided by financing activities amounted to \$95,706,570, \$60,135,727 and \$34,491,139 for the years ended December 31, 2013, 2012 and 2011, respectively. These increases were primarily due to proceeds from the issuance of preferred and common stock, new mortgages and proceeds from short-term borrowings, offset by principal payments of mortgages and loans and payment of preferred and common dividends.

Cash flow was primarily used for purchases of manufactured home communities, capital improvements, payment of dividends, purchases of securities available for sale, purchase of inventory of manufactured homes, loans to customers for the sales of manufactured homes, and expansion of existing communities. The Company meets maturing mortgage obligations by using a combination of cash flow and refinancing. The dividend payments were primarily made from cash flow from operations.

The Company owns approximately 1,720 rental homes. During 2013, rental homes increased by \$23,919,243. The Company added approximately 600 net rental homes to selected communities to fill demand, including approximately 300 acquired with fiscal 2013 community acquisitions. The Company actively markets these rental homes for sale to existing residents. The Company estimates that in 2014 it will purchase approximately 200 manufactured homes for rental units total cost of approximately \$8,000,000. Management believes that these manufactured homes will each generate approximately \$300 per month in rental income in addition to lot rent.

Capital improvements include amounts needed to meet environmental and regulatory requirements in connection with the manufactured home communities that provide water or sewer service. Excluding expansions and rental home purchases, the Company is budgeting approximately \$6.5 million in capital improvements for 2014.

The Company's only significant commitments and contractual obligations relate to its mortgages payable, retirement benefits, purchase of property, and the lease on its corporate offices as described in Note 8 to the Consolidated Financial Statements.

The Company has entered into definitive agreements to purchase twelve manufactured home communities with a total of approximately 1,340 developed home sites located in Ohio and Pennsylvania for a purchase price of approximately \$37.2 million.

The Company has a Dividend Reinvestment and Stock Purchase Plan (DRIP), in which participants can purchase stock from the Company at a price of approximately 95% of market. During 2013, amounts received, including dividends reinvested of \$1,861,987, totaled \$35,192,639. During 2013, the Company paid to common shareholders \$13,563,471, including dividends reinvested. It is anticipated, although no assurances can be given, that the level of participation in the DRIP in 2014 will be comparable to 2013. In addition, the Company also paid \$7,556,588 in preferred dividends.

The Company has approximately 940 acres of undeveloped land which it could develop over the next several years. The Company continues to analyze the highest and best use of its vacant land.

As of December 31, 2013, the Company had total assets of \$404,979,974 and total liabilities of \$217,394,237. The Company believes that it has the ability to meet its obligations and to generate funds for new investments.

**Recent Accounting Pronouncements**

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. This ASU is effective prospectively, for annual and interim periods, beginning on or after December 15, 2012. The adoption of ASU 2013-02 did not have a material impact on our financial position, results of operations or cash flows.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying Consolidated Financial Statements.

**Item 7A Quantitative and Qualitative Disclosures about Market Risk**

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

The following table sets forth information as of December 31, 2013, concerning the Company's long-term debt obligations, including principal cash flow by scheduled maturity, weighted average interest rates and estimated fair value.

	Weighted Average Fixed		
<u>Fixed Rate</u> <u>Carrying Value</u>	<u>Interest Rate</u>	<u>Variable Rate</u> <u>Carrying Value</u>	<u>Total</u> <u>Long-Term Debt</u>

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2014	-0-	-0-	-0-	-0-
2015	-0-	-0-	7,089,610	7,089,610
2016	-0-	-0-	-0-	-0-
2017	19,923,813	5.97%	23,708,921	43,632,734
2018	6,711,306	4.00%	1,288,149	7,999,455
Thereafter	101,918,145	4.54%	-0-	101,918,145
Total	\$128,553,264	4.73%	\$32,086,680	\$160,639,944

Estimated Fair Value	\$127,869,529		\$32,086,680	\$159,956,209
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The Company's variable rate long-term debt consists of four mortgage loans with a total balance of \$32,086,680 as of December 31, 2013. Interest rates on these mortgages range from prime plus 1.0% to LIBOR plus 3.25%. To minimize the variability that changes in interest rates could have on its future cash flows, the Company has entered into two separate interest rate swap agreements. These interest rate swap agreements have the effect of fixing the interest rates relative to specific mortgage loans totaling approximately \$23.7 million. The unrealized loss in fair value of the interest rate swap agreement amounted to \$(39,840) for the year ended December 31, 2013. The effective fixed interest rates on these loans are 3.89% and 4.39%.

The Company's remaining variable rate mortgages totals approximately \$8.4 million as of December 31, 2013. Interest rates on these mortgages range from prime plus 1% to LIBOR plus 2.25%. If prime or LIBOR increased or decreased by 1.0%, the Company believes its interest expense would have increased or decreased by approximately \$84,000, based on the balance of the variable rate long-term debt outstanding at December 31, 2013.

On March 29, 2013, the Company entered into a new \$35 million Unsecured Revolving Credit Facility with Bank of Montreal ( Credit Facility ). The Company has the ability to increase the borrowing capacity by an amount not to exceed \$15 million, representing a maximum aggregate borrowing capacity of \$50 million, subject to various conditions, as defined in the agreement. The maturity date of the Credit Facility is March 29, 2016 with a one year extension available at the Company's option. Borrowings under the Credit Facility can be used for, among other things, acquisitions, working capital, capital expenditures, and repayment of other indebtedness. Borrowings will bear interest at the Company's option of LIBOR plus 2.00% to 2.75% or BMO's prime lending rate plus 1.00% to 1.75%, based on the Company's overall leverage. The Company will pay a fee on the unused commitment amount of up to 0.35% per annum. The Credit Facility replaces the Company's previous \$5.0 million unsecured line of credit. As of December 31, 2013, the balance outstanding on the Credit Facility was \$20,000,000. Based on the current leverage ratio, interest on this borrowing is at LIBOR plus 225 basis points.

The Company also has approximately \$10,500,000 in variable rate debt due on demand. This debt primarily consists of approximately \$5.6 million outstanding on our inventory financing lines and approximately \$4.9 million outstanding on our revolving line of credit to finance home sales. The interest rates on these loans range from 3.67% to 6.03% at December 31, 2013. The carrying value of the Company's variable rate debt approximates fair value at December 31, 2013.

The Company invests in equity securities of other REITs and is primarily exposed to market price risk from adverse changes in market rates and conditions. All securities are classified as available for sale and are carried at fair value. The Company obtains margin loans at 2.0% interest secured by these marketable securities. There was \$18,574,228 outstanding on the margin loans as of December 31, 2013. As of December 31, 2013, the value of marketable securities was \$59,254,942.

## **Item 8 Financial Statements and Supplementary Data**

The financial statements and supplementary data listed in Part IV, Item 15(a)(1) are incorporated herein by reference and filed as part of this report.

The following is the Unaudited Selected Quarterly Financial Data:

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**SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

**THREE MONTHS ENDED**

<b>2013</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Total Income	\$13,426,295	\$16,097,925	\$16,253,966	\$16,426,921
Total Expenses	12,240,957	14,196,653	14,935,457	16,636,587
Other Income (Expense) (1)	2,977,034	(229,785)	(600,121)	(524,561)
Net Income	4,149,511	1,619,439	800,877	(733,004)
Net Income (Loss) Attributable to Common Shareholders	2,260,364	(269,708)	(1,088,270)	(2,622,151)
Net Income (Loss) Attributable to Common Shareholders per Share				
Basic	0.13	(0.02)	(0.06)	(0.14)
Diluted	0.13	(0.02)	(0.06)	(0.14)



<b>2012</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Total Income	\$10,890,946	\$11,144,029	\$12,186,668	\$12,606,121
Total Expenses	10,143,701	10,692,049	11,617,310	11,761,448
Other Income (Expense) (1)	989,320	1,591,029	846,764	475,169
Net Income	1,749,697	2,019,036	1,405,754	1,299,570
Net Income Attributable to Common Shareholders	1,059,378	1,088,321	161,138	(559,498)
Net Income (Loss) Attributable to Common Shareholders per Share				
Basic	0.07	0.07	-0-	(0.03)
Diluted	0.07	0.07	-0-	(0.03)

(1)

Fluctuations are primarily due to the \$499,471 bonus payment received in the second quarter of 2012 for rights to drill for oil and gas in one of our communities and to Gain on Sale of Securities Transactions, net.

(2)

Includes loss relating to unusual flood at Memphis Mobile City.

### **Item 9 Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no changes in, or any disagreements with, the Company's independent registered public accounting firm on accounting principles and practices or financial disclosure during the years ended December 31, 2013 and 2012.

### **Item 9A Controls and Procedures**

#### **Disclosure Controls and Procedures**

The Company maintains controls and procedures designed to ensure that it is able to collect the information that is required to be disclosed in the reports it files with the SEC, and to process, summarize and disclose this information within the time period specified by the rules of the SEC. The Company's Chief Executive Officer and the Chief Financial Officer are responsible for establishing, maintaining and enhancing these controls and procedures. Based on their evaluation of the Company's disclosure controls and procedures as of December 31, 2013, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

### **Internal Control over Financial Reporting**

(a)

#### **Management's Annual Report on Internal Control over Financial Reporting**

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance regarding the reliability of financial statement preparation and presentation.

Management assessed the Company's internal control over financial reporting as of December 31, 2013. This assessment was based on criteria for effective internal control over financial reporting established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (1992). Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

PKF O Connor Davies, A Division of O Connor Davies, LLP ( PKF O Connor Davies ), the Company s independent registered public accounting firm, has issued their report on their audit of the Company s internal control over financial reporting, a copy of which is included herein.

(b)

**Attestation Report of the Independent Registered Public Accounting Firm**

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

UMH Properties, Inc.

We have audited UMH Properties, Inc. s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO 1992 criteria ). UMH Properties, Inc. 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 Annual 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 upon 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, (3) receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (4) 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 consolidated 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, UMH Properties, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013 based on the COSO 1992 criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of UMH Properties, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income (loss), comprehensive income (loss), shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013 and our report dated March 11, 2014 expressed an unqualified opinion thereon.

New York, New York  
March 11, 2014

/s/ PKF O Connor Davies,  
A Division of O Connor Davies, LLP

**(c) Changes in Internal Control over Financial Reporting**

There have been no changes to our internal control over financial reporting during the Company's fourth quarter that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

**Item 9B Other Information**

None.

**PART III****Item 10 Directors, Executive Officers and Corporate Governance**

The Company will file its definitive Proxy Statement for its 2014 Annual Meeting of Stockholders within the period required under the applicable rules of the Securities and Exchange Commission. Additional information required by this Item is included under the captions "ELECTION OF DIRECTORS" and "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" of such Proxy Statement and is incorporated herein by reference.

The following are the Directors and Executive Officers of the Company as of December 31, 2013:

Name	Age	Present Position with the Company; Business Experience During Past Five Years; Other	Director Since	Class Type (1)
		Directorships		
Jeffrey A. Carus	50	<b>Independent Director.</b> Principal of Advalurem Group (2012), Founder and Managing Partner of JAC Partners, LLC (2009 to present) and Founder and Managing Member of JAC Management, LLC (1998 to present). Mr. Carus extensive experience in real estate finance and investment is primary among other reasons why Mr. Carus serves on our Board.	2011	II
Anna T. Chew	55	Vice President and Chief Financial Officer (1995 to present), Controller (1991 to 1995) and Director. Certified Public Accountant; Interim Chief Financial Officer (March 2012 to July 2012), Treasurer (2010 to present), Chief Financial Officer (1991 to 2010) and Director (1993 to 2004, and 2007 to present) of Monmouth Real Estate Investment Corporation, an affiliated company. Ms. Chew's extensive public accounting, finance and real estate industry experience is primary among other reasons why Ms. Chew serves on our Board.	1995	III
Matthew I. Hirsch	54	<b>Independent Director.</b> Attorney at Law (1985 to present); Adjunct Professor of Law, Widener University School of Law (1993 to present). Mr. Hirsch's extensive legal experience and experience in the real estate industry are primary, among other reasons, why Mr. Hirsch serves on our Board.	2013	II

Eugene W. Landy	80	Chairman of the Board (1995 to present), President (1969 to 1995) and Director. Attorney at Law; President, Chief Executive Officer and Director (1968 to present) of Monmouth Real Estate Investment Corporation, an affiliated company. As our Chairman and Founder, Mr. Landy brings unparalleled experience in real estate investing to our Board.	1969	III
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Name	Age	Present Position with the Company; Business	Director Since	Class Type (1)
		Experience During Past Five Years; Other Directorships		
Michael P. Landy	51	<b>Director.</b> Executive Vice President (2010 to 2012), Vice President Investments (2001 to 2010). President and Chief Executive Officer (2013 to present), Chairman of the Executive Committee (2010 to present), Chief Operating Officer (2011 to 2013), Executive Vice President (2009 to 2010), Executive Vice President Investments (2006 to 2009), Vice President Investments (2001 to 2006) and Director (2007 to present) of Monmouth Real Estate Investment Corporation, an affiliated company. Mr. Landy's extensive experience in real estate finance, investment, capital markets and operations management is primary among other reasons why Mr. Landy serves on our Board.	2011	I
Samuel A. Landy	53	President and Chief Executive Officer (1995 to present), Vice President (1991-1995) and Director. Attorney at Law; Director (1989 to present) of Monmouth Real Estate Investment Corporation, an affiliated company. Mr. Landy's extensive experience in real estate investment, operations management and REIT leadership is primary among other reasons why Mr. Landy serves on our Board.	1992	III
Stuart D. Levy	44	<b>Independent Director.</b> Vice President in the Real Estate Finance Group at Helaba-Landesbank Hessen-Thuringen (2006 to present). Mr. Levy's extensive real estate background is primary among other reasons why Mr. Levy serves on our Board.	2011	III
James E. Mitchell	73	<b>Lead Independent Director.</b> Attorney at Law; General Partner, Mitchell Partners, L.P. (1979 to present); President, Mitchell Capital Management, Inc. (1987 to present). Mr. Mitchell's extensive experience in real estate investment is primary among other reasons why Mr. Mitchell serves on our Board.	2001	I
Richard H. Molke	87	<b>Independent Director.</b> General Partner of Molke Family Limited Partnership (1994 to present). Mr. Molke's extensive experience as an investor and in management is primary among other reasons why Mr. Molke serves on our Board.	1986	II
Allison Nagelberg	49	General Counsel (2000 to 2013). Attorney at Law (1989 to present); General Counsel (2000 to present) of Monmouth Real Estate Investment Corporation, an affiliated company.	N/A	N/A





Name	Age	Present Position with the Company; Business	Director Since	Class Type (1)
		Experience During Past Five Years; Other Directorships		
Stephen B. Wolgin	59	<b>Independent Director.</b> Managing Director of U.S. Real Estate Advisors, Inc. (2000 to present), a real estate advisory services group based in New York; Partner with the Logan Equity Distressed Fund (2007-present); Director (2003 to present) of Monmouth Real Estate Investment Corporation, an affiliated company; prior affiliations with J.P. Morgan, Odyssey Associates, The Prudential Realty Group, Standard & Poor's Corporation, and Grubb and Ellis. Mr. Wolgin's extensive experience as a real estate and finance consultant and experience in the real estate industry are primary among other reasons why Mr. Wolgin serves on our Board.	2007	I

(1)

Class II, III and I Directors have terms expiring in years 2014, 2015 and 2016, respectively.

### Family Relationships

There are no family relationships between any of the Directors or executive officers of the Company, except that Samuel A. Landy, President, Chief Executive Officer and a Director of the Company, and Michael P. Landy, a Director of the Company, are the sons of Eugene W. Landy, the Chairman of the Board, Founder and a Director of the Company.

### Audit Committee

The Company has a separately-designated standing audit committee established in accordance with section 3(a)(58)(A) of the Exchange Act (15 U.S.C. 78c(a)(58)(A)). The members of the audit committee are Stephen B. Wolgin (Chairman), James E. Mitchell, Jeffrey A. Carus and Stuart D. Levy. The Company's Board of Directors has determined that Stephen B. Wolgin and James E. Mitchell are audit committee financial experts and that all members of the audit committee are independent as required by the listing standards of the New York Stock Exchange. The audit committee operates under the Audit Committee Charter which can be found at the Company's website at

[www.umh.com](http://www.umh.com). In addition, the Audit Committee Charter was filed with the Securities Exchange Commission on May 2, 2011 with the Company's 2011 Definitive Proxy Statement (DEF 14A). The charter is reviewed annually for adequacy.

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

There have been no delinquent filers pursuant to Item 405 of regulation S-K, to the best of management's knowledge.

### **Code of Ethics**

The Company has adopted the Code of Business Conduct and Ethics applicable to its Chief Executive Officer and Chief Financial Officer, as well as the Company's other officers, directors and employees (the Code of Ethics). The Code of Ethics can be found at the Company's website at [www.umh.com](http://www.umh.com). In addition, the Code of Ethics was filed with the Securities Exchange Commission on March 11, 2004 with the Company's December 31, 2003 Form 10-K. The Code of Ethics is also available in print to any person without charge who requests a copy by writing or telephoning us at the following address and telephone number: UMH Properties, Inc., Attention: Stockholder Relations, 3499 Route 9 North, Suite 3-C, Juniper Business Plaza, Freehold, New Jersey 07728, (732) 577-9997. The Company will satisfy any disclosure requirements under Item 5.05 of Form 8-K regarding a waiver from any provision of the Code of Ethics for principal officers or directors by disclosing the nature of such amendment of waiver on our website.

## **Item 11 Executive Compensation**

The Company will file its definitive Proxy Statement for its 2014 Annual Meeting of Stockholders within the period required under the applicable rules of the Securities and Exchange Commission. Additional information required by this Item is included under the caption "ELECTION OF DIRECTORS , EXECUTIVE COMPENSATION and CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" of such Proxy Statement and is incorporated herein by reference.

### **Compensation Discussion and Analysis**

#### *Overview of Compensation Program*

The Compensation Committee (for purposes of this analysis, the "Committee") of the Board has been appointed to discharge the Board's responsibilities relating to the compensation of the Company's executive officers. The Committee has the overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company. The Committee's primary objectives include serving as an independent and objective party to review such compensation plans, policies and programs. The Compensation Committee may delegate its responsibilities to a subcommittee of the Compensation Committee. The Compensation Committee has not retained or obtained the advice of a compensation committee consultant for determining or recommending the amount of executive or director compensation.

Throughout this report, the individuals who served as the Company's chief executive officer and chief financial officer during fiscal 2013, as well as certain other individuals included in the Summary Compensation Table presented below in Item 11 of this report, are sometimes referred to in this report as the "named executive officers."

#### *Compensation Philosophy and Objectives*

The Compensation Committee believes that a well-designed compensation program should align the goals of the shareholders with the goals of the chief executive officer, and that a significant part of the executive's compensation, over the long term, should be dependent upon the value created for shareholders. In addition, all executives should be held accountable through their compensation for the performance of the Company, and compensation levels should also reflect the executive's individual performance in an effort to encourage increased individual contributions to the Company's performance. The compensation philosophy, as reflected in the Company's employment agreements with its executives, is designed to motivate executives to focus on operating results and create long-term shareholder value by:

establishing a plan that attracts, retains and motivates executives through compensation that is competitive with a peer group of other publicly-traded real estate investment trusts, or REITs;

linking a portion of executives' compensation to the achievement of the Company's business plan by using measurements of the Company's operating results and shareholder return; and

building a pay-for-performance system that encourages and rewards successful initiatives within a team environment.

The Compensation Committee believes that each of the above factors is important when determining compensation levels for named executive officers. The Committee reviews and approves the employment contracts for the Chairman of the Board and the President, as well as other named executive officers, including performance goals and objectives.

The Committee annually evaluates performance of these executive officers in light of those goals and objectives. The Committee considers the Company's performance, relative stockholder return, the total compensation provided to comparable officers at similarly-situated companies, and compensation given to named executive officers in prior years. The Committee uses the Residential Sector of the Real Estate Compensation Survey (the survey), produced under the guidance of the National Association of Real Estate Investment Trusts (NAREIT), as a guide to setting compensation levels. Participant company data is not presented in a manner that specifically identifies any named individual or company. This survey details compensation by position type with

statistical salary and bonus information for each position. The Company's salary and bonus amounts are compared to the ranges presented for reasonableness. To that end, the Committee believes executive compensation packages provided by the Company to its executive officers should include both base salaries and annual bonus awards that reward corporate and individual performance, as well as give incentives to those executives who meet or exceed established goals.

*Role of Executive Officers in Compensation Decisions*

The Committee makes all final compensation decisions for the Company's named executive officers. The Chairman of the Board and the President annually review the performance of the other named executive officers and then present their conclusions and recommendations to the Committee with respect to base salary adjustments and annual cash bonus and stock option and restricted stock awards. The Committee exercises its own discretion in modifying any recommended adjustments or awards, but does consider the recommendations from management who work closely with the other named executive officers.

*Role of Grants of Stock Options and Restricted Stock in Compensation Analysis*

The Committee views the grant of stock options and restricted stock awards as a form of long-term compensation. The Committee believes that such grants promote the Company's goal of retaining key employees, and aligns the key employee's interests with those of the Company's shareholders from a long-term perspective. The number of options or shares of restricted stock granted to each employee is determined by consideration of various factors including, but not limited to, the employee's title, responsibilities and years of service.

*Role of Employment Agreements in Determining Executive Compensation*

Each of the Company's currently employed named executive officers is a party to an employment agreement. These agreements provide for base salaries, bonuses and customary fringe benefits. Other key elements of our compensation program for the named executive officers are stock options, restricted stock awards and perquisites and other benefits. Each of these is addressed separately below. In determining initial compensation, the compensation committee considers all elements of a named executive officer's total compensation package in comparison to current market practices and other benefits.

*Shareholder Advisory Vote*

One way to determine if the Company's compensation program reflects the interests of shareholders is through their non-binding vote. At the Annual Meeting of Shareholders held on June 10, 2011, the Company's shareholders approved by their advisory vote the compensation of the named executive officers. The shareholders also expressed a preference that advisory votes on executive compensation occur every three years.

Consistent with both the Board of Directors' recommendations and the results of the shareholder vote, the Company's Board of Directors considered the recommendation of the shareholders and has determined that the Company (i) will not make any material changes to the manner in which executive compensation is awarded, and (ii) will hold advisory votes on the compensation of the Company's named executive officers every three years. Accordingly, the next stockholder advisory vote on executive compensation will be held at the Annual Meeting of Shareholders in June 2014.

#### Base Salaries

Base salaries are paid for ongoing performance throughout the year. In order to compete for and retain talented executives who are critical to the Company's long-term success, the Committee has determined that the base salaries of named executive officers should approximate those of executives of other equity REITs that compete with the Company for employees, investors and business, while also taking into account the named executive officers' performance and tenure and the Company's performance relative to its peer companies within the REIT industry using the NAREIT Compensation Survey described above.

Bonuses

In addition to the provisions for base salaries under the terms of our employment agreements, the President is entitled to receive an annual maximum cash bonus of up to 21% of base salary, based on the achievement of certain performance goals set by the Committee. In order to receive a bonus, FFO must have increased 3% during the year, or 9% over the three year contract period. The following are the performance goals for the President:

a.

There shall be a minimum of 175 new home sales per year. (Bonus of 10% of base salary.)

b.

Occupancy to increase 1%, with not more than 10% of the increase being from rentals. (Bonus of 10% of base salary.)

c.

Acquisition of at least 350 spaces per year. (Bonus of 7% of base salary.)

Bonuses awarded to the other named executive officers are recommended by the Chairman of the Board and the President and are approved by the Compensation Committee. The Company believes that short-term rewards in the form of cash bonuses to senior executives generally should reflect short-term results and should take into consideration both the profitability and performance of the Company and the performance of the individual, which may include comparing such individual's performance to the preceding year, reviewing the breadth and nature of the senior executives' responsibilities and valuing special contributions by each such individual. In evaluating performance of the Company annually, the Compensation Committee considers a variety of factors, including, among others, Funds From Operations (FFO), net income, growth in asset size, occupancy and total return to shareholders.

The Company considers FFO to be an important measure of an equity REIT's operating performance and has adopted the definition suggested by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO to mean net income computed in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) excluding gains or losses from sales of property, plus depreciation and amortization. The Company considers FFO to be a meaningful, additional measure of operating performance primarily because it excludes the assumption that the value of its real estate assets diminishes predictably over time and because industry analysts have accepted it as a performance measure.

Various other factors considered include the employee's title and years of service. The employee's title generally reflects the employee's responsibilities and the employee's years of service may be considered in determining the level of bonus in comparison to base salary. The President and the Compensation Committee have declined to use specific



performance formulas with respect to the other senior executives, believing that with respect

to Company performance, such formulas do not adequately account for many factors, including, among others, the relative performance of the Company compared to its competitors during variations in the economic cycle, and that with respect to individual performance, such formulas are not a substitute for the subjective evaluation by the President and Compensation Committee of a wide range of management and leadership skills of each of the senior executives.

#### Stock Options and Restricted Stock Awards

Stock options and restricted stock awards are recommended by the President. In making its decisions, the Compensation Committee does not use an established formula or focus on a specific performance target. The Compensation Committee recognizes that often outside forces beyond the control of management, such as economic conditions, changing real estate markets and other factors, may contribute to less favorable near term results even when sound strategic decisions have been made by the senior executives to position the Company for longer term profitability. Thus, the Compensation Committee also attempts to identify whether the senior executives are exercising the kind of judgment and making the types of decisions that will lead to future growth and enhanced asset value, even if the same are difficult to measure on a current basis. For example, in determining appropriate stock option and restricted stock awards, the Compensation Committee considers, among other matters, whether the senior executives have executed strategies that will provide adequate funding or appropriate borrowing capacity for future growth, whether acquisition strategies have been developed to ensure a future stream of reliable and increasing revenues for the Company, whether the selection of properties evidence appropriate risk management, including

risks associated with real estate markets, and whether the administration of staff size and compensation appropriately balances the current and projected operating requirements of the Company with the need to effectively control overhead costs.

In fiscal 2013, the Compensation Committee received the recommendations from the President for the number of options or restricted stock to be awarded. The factors that were considered in awarding the stock options and restricted stock included the following progress that was made by management:

.

Located, acquired and integrated seventeen manufactured home communities without placing undue burden on its liquidity.

.

Entered into commitments to acquire 12 communities in 2014.

.

Obtained a new \$35 million unsecured credit facility.

.

Raised approximately \$35 million in equity via the DRIP.

.

Maintained its cash distributions to shareholders.

.

Increased its occupancy rate.

.

Managed general and administrative costs to an appropriate level.

Refinanced/renegotiated debt at lower interest rates, reducing the weighted average interest rate to 4.5%.

The individual awards were allocated based on the named officers' individual contributions to these accomplishments.

Other factors included the named officers' title, responsibilities and years of service. In addition, the awards were compared to each named officers' total compensation and compared with comparable Real Estate Investment Trusts (REITS) using the annual Compensation Survey published by NAREIT as a guide for setting total compensation.

#### Perquisites and Other Personal Benefits

The Company's employment agreements provide the named executive officers with perquisites and other personal benefits that the Company and the Committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. The Committee periodically reviews the levels of perquisites and other personal benefits provided to the named executive officers.

The named executive officers are provided the following benefits under the terms of their employment agreements: an allotted number of paid vacation weeks; eligibility for the executives, spouses and dependents in all Company sponsored employee benefits plans, including 401(k) plan, group health, accident, and life insurance, on such terms no less favorable than applicable to any other executive; use of an automobile; and, supplemental disability insurance, at the Company's cost, as agreed to by the Company and the executive. Attributed costs of the personal benefits described above for the named executive officers for the fiscal year ended December 31, 2013, are included in All Other Compensation of the Summary Compensation Table provided below under Item 11 of this report.

#### Payments upon Termination or Change in Control

In addition, the named executive officers' employment agreements each contain provisions relating to change in control events and severance upon termination for events other than without cause or good reason (as defined under the terms of the employment agreements). These change in control and severance terms are designed to promote stability and continuity of senior management. Information regarding these provisions is included in



Employment Agreements provided below in Item 11 of this report. There are no other agreements or arrangements governing change in control payments.

### Evaluation

Mr. Eugene Landy is under an employment agreement with the Company. His base compensation under his amended contract was increased in 2004 to \$175,000 per year. Mr. Eugene Landy also received \$37,625 in director's fees, legal fees and fringe benefits.

In evaluating Mr. Eugene Landy's leadership performance, during 2011, the Committee awarded Mr. Eugene Landy an Outstanding Leadership Achievement Award (Award) in the amount of \$250,000 per year for three years. This Award is to recognize Mr. Eugene Landy's exceptional leadership as Chairman of the Board for over 40 years. Mr. Landy also received bonuses totaling \$81,731 primarily based on performance, including growth of the Company.

The Committee also reviewed the progress made by Mr. Samuel A. Landy, President, including FFO. Mr. Samuel Landy is under an employment agreement with the Company. His base compensation was \$385,000 for 2013. Mr. Samuel Landy also received bonuses totaling \$180,800 and director's fees and fringe benefits totaling \$47,625. Bonuses were primarily based upon achievement of certain performance goals.

Ms. Anna Chew is under an employment agreement with the Company. Her base compensation under this contract is \$301,754 for 2013. Ms. Chew also received bonuses totaling \$121,053 and director's fees and fringe benefits totaling \$47,625. Bonuses were based on performance, including growth of the Company, recommended by the President and approved by the Committee.

Ms. Allison Nagelberg was under an employment agreement with the Company through December 31, 2013. Her base compensation under this contract is \$262,500 for 2013 of which 30% or \$78,750 was allocated to the Company and 70% or \$183,750 was allocated to MREIC. Ms. Nagelberg also received bonuses totaling \$159,615 and fringe benefits of \$10,000. Bonuses were based on performance, including growth of the Company, recommended by the President and approved by the Committee. Effective January 1, 2014, Ms. Nagelberg is employed exclusively by MREIC and none of the expense of her compensation is allocated to the Company.

The Committee has also approved the recommendations of the President concerning the other named executives annual salaries, bonuses, option and restricted stock grants and fringe benefits.

In addition to its determination of the executive's individual performance levels for 2013, the Committee also compared the executive's total compensation for 2013 to that of similarly-situated personnel in the REIT industry using the NAREIT Compensation Survey described above. The Company's salary and bonus amounts were compared

to the ranges presented for reasonableness. The Company's total compensation fell in the lowest range (25th percentile) of this survey.

### **Risk Management**

The Board of Directors does not believe that the Executive Compensation Program raises any risks that are reasonably likely to have a material adverse effect on the Company. Executive Officers are compensated on a fixed salary basis and have not been awarded any bonuses or other compensation that might encourage the taking of unnecessary or excessive risks that threaten the long-term value of the Company. The Board has attempted to align the interests of the Board of Directors and the Executive Officers with the long-term interests of the Company and the Shareholders through grants of stock options and restricted stock awards, thereby giving the Board and Executive Officers additional incentives to protect the long-term value of the Company.

**Compensation Committee Report**

The Compensation Committee of the Company 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 Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this report.

Compensation Committee:

Jeffrey A. Carus

Stuart D. Levy

James E. Mitchell

Stephen B. Wolgin

**Summary Compensation Table**

The following Summary Compensation Table shows compensation paid by the Company for services rendered during 2013, 2012 and 2011 to the Chairman of the Board, President, Vice President and General Counsel. There were no other executive officers whose aggregate cash compensation exceeded \$100,000:

Name and Principal Position	Year	Salary	Bonus	Option Awards (6)	Restricted Stock Awards	Change in Pension Value and Nonqualified Deferred Compensation	All Other Compensation	Total
						Earnings		
Eugene W. Landy Chairman of the Board	2013	\$175,000	\$331,731	\$142,000	\$-0-	\$150,000	\$37,625 (1)	\$836,356
	2012	175,000	250,000	-0-	123,490 (7)	58,573	38,552 (1)	645,615
	2011	175,000	250,000	-0-	122,760 (7)	69,989	41,500 (1)	659,249
Samuel A. Landy President and Chief Executive Officer	2013	385,000	180,800	71,000	-0-	-0-	47,625 (2)	684,425
	2012	378,000	89,792	-0-	250,790 (8)	-0-	38,925 (2)	757,507
	2011	330,000	88,742	-0-	290,160 (7)	-0-	33,800 (2)	742,702
Anna T. Chew (4) Vice President and	2013	301,754	121,053	71,000	-0-	-0-	47,625 (2)	541,432
	2012	287,385	38,025	-0-	123,490 (7)	-0-	41,507 (2)	490,407

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Chief Financial Officer	2011	273,700	50,525	-0-	122,760 (7)	-0-	33,800 (2)	480,785
Allison Nagelberg (5)	2013	262,500	159,615	71,000	-0-	-0-	10,000 (3)	503,115
General Counsel	2012	250,000	34,351	-0-	111,700 (9)	-0-	14,006 (3)	410,057
	2011	178,126	41,851	-0-	111,600 (7)	-0-	51,208 (3)	382,785

(1)

Represents Director's fees of \$37,625, \$29,125 and \$24,000, and legal fees of \$-0-, \$-0- and \$17,500 for 2013, 2012 and 2011, respectively, and fringe benefits.

(2)

Represents Director's fees of \$37,625, \$29,125 and \$24,000 for 2013, 2012 and 2011, respectively, fringe benefits and discretionary contributions by the Company to the Company's 401(k) Plan allocated to an account of the named executive officer.

(3)

Represents fringe benefits, discretionary contributions by the Company to the Company's 401(k) Plan allocated to an account of the named executive officer, and in 2011, reimbursement of tuition and fees associated with her pursuit of an Executive MBA degree.

(4)

Prior to July 2012, approximately 25% of her salary compensation was allocated to and reimbursed by MREIC, pursuant to a cost sharing agreement between the Company and MREIC. Effective July 2012, 100% of her salary compensation is allocated to the Company.

(5)

The amounts reflected in the table above reflect 100% of Ms. Nagelberg's compensation. Prior to July 2012, approximately 25% of her salary compensation was allocated to the Company and 75% was reimbursed by MREIC, pursuant to a cost sharing agreement between the Company and MREIC. Effective July 2012, 50% of her salary compensation is allocated to the Company. Effective





January 1, 2013, 30% of her salary compensation is allocated to the Company. Effective January 1, 2014, Ms. Nagelberg is a full time employee of MREIC and none of the expense of her compensation will be allocated to the Company.

(6)

These values were established using the Black-Scholes stock option valuation model. The following assumptions were used in the model for 2013: expected volatility of 32.36%; risk-free interest rate of 1.98%; dividend yield of 6.67%; expected life of the options of eight years; and forfeitures of \$-0-. The actual value of the options will depend upon the performance of the Company during the period of time the options are outstanding and the price of the Company's common stock on the date of exercise.

(7)

These values were established based on the number of shares granted during 2012 and 2011 at the weighted average fair value on the dates of grant of \$11.23 and \$11.16, respectively.

(8)

This value was established based on the number of shares granted during 2012 at the weighted average fair value on the dates of grant of \$9.65.

(9)

This value was established based on the number of shares granted during 2012 at the fair value on the date of grant of \$11.17.

### **Grants of Plan-Based Awards**

On August 14, 2003, the shareholders approved and ratified the Company's 2003 Stock Option Plan (the 2003 Plan) authorizing the grant to officers and key employees of options to purchase up to 1,500,000 shares of common stock.

On June 7, 2010, the shareholders approved and ratified an amendment and restatement of the Plan. The amendment and restatement made two substantive changes: (1) the inclusion of Directors as participants in the Plan, and (2) the ability to grant restricted stock to Directors, officers and key employees. The amendment and restatement also made other conforming, technical and other nonsubstantive changes. There was no change to the total number of shares subject to grant under the Plan. The amendment and restatement also makes certain modifications and clarifications, including those concerning administration and compliance with applicable tax rules, such as Section 162(m) of the Internal Revenue Code.

On June 13, 2013, the shareholders approved and ratified the Company's 2013 Stock Option and Stock Award Plan (the 2013 Plan) authorizing the grant to officers and key employees of options to purchase up to 3,000,000 shares of common stock. All options are exercisable one year from the date of grant. The option price shall not be below the fair market value at date of grant. If options granted under the Plan expire or terminate for any reason without having been exercised in full, the shares subject to, but not delivered under, such options shall become available for additional option grants under the Plan. This Plan replaced the Company's 2003 Stock Option and Award Plan, as amended, which, pursuant to its terms, terminated in 2013. The outstanding options under the 2003 Stock Option and Award Plan, as amended, remain outstanding until exercised, forfeited or expired.

#### Stock Options

All options are exercisable one year from the date of grant. The option price shall not be below the fair market value at date of grant. If options granted under the 2013 Plan expire or terminate for any reason without having been exercised in full, the Shares subject to, but not delivered under, such options shall become available for additional option grants under the 2013 Plan.

During the years ended December 31, 2013, 2012 and 2011, options to purchase 392,000, 94,000 and 80,000 shares, respectively, were granted. During the years ended December 31, 2013, 2012 and 2011, options to purchase -0-, 4,000 and 10,000 shares, respectively, were exercised. During the years ended December 31, 2013, 2012 and 2011, options to purchase 84,000, 55,000 and 51,000 shares, respectively, were forfeited.

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The following table sets forth, for the named executive officers in the Summary Compensation Table, information regarding individual grants of stock options made during the year ended December 31, 2013:

Name	Grant Date	Number of			Grant Date Fair Value (2)
		Underlying Options (1)	Exercise Price of Option Award		
Eugene W. Landy	06/26/13	100,000	\$10.08		\$142,000
Samuel A. Landy	06/26/13	50,000	10.08		71,000
Anna T. Chew	06/26/13	50,000	10.08		71,000
Allison Nagelberg	06/26/13	50,000	10.08		71,000

(1)

These options expire 8 years from grant date.

(2)

These values were established using the Black-Scholes stock option valuation model. The following assumptions were used in the model: expected volatility of 32.36%; risk-free interest rate of 1.98%; dividend yield of 6.67%; expected life of the options of eight years; and forfeitures of \$-0-. The actual value of the options will depend upon the performance of the Company during the period of time the options are outstanding and the price of the Company's common stock on the date of exercise

Restricted Stock

Under the 2013 Plan, the Compensation Committee determines the recipients of restricted stock award; the number of restricted shares to be awarded; the length of the restricted period of the award; the restrictions applicable to the award including, without limitation, the employment or retirement status of the participant; rules governing forfeiture and restrictions applicable to any sale, assignment, transfer, pledge or other encumbrance of the restricted stock during the restricted period; and the eligibility to share in dividends and other distributions paid to the Company's stockholders during the restricted period. The maximum number of shares underlying restricted stock awards that may be granted in any one fiscal year to a participant shall be 100,000. There were no grants of restricted stock to the named executive officers during 2013.

**Option Exercises and Stock Vested**

The following table sets forth summary information concerning option exercises and vesting of restricted stock awards for each of the named executive officers during the year ended December 31, 2013:

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Name	Option Awards		Restricted Stock Awards	
	Number of Shares	Value	Number of Shares	Value realized
	Acquired on Exercise	Realized on Exercise	Acquired on Vesting	on
	(#)	(\$)	(#)	Vesting (\$) <sup>(1)</sup>
Eugene W. Landy	-0-	\$-0-	7,384	\$76,593
Samuel A. Landy	-0-	-0-	17,879	190,760
Anna T. Chew	-0-	-0-	7,384	76,593
Allison Nagelberg	-0-	-0-	5,686	58,541

(1) Value realized based on the closing price of the shares on the NYSE as of the date of vesting.

**Outstanding Equity Awards at Fiscal Year-End**

The following table sets forth for the executive officers named in the Summary Compensation Table, information regarding stock options and restricted stock outstanding at December 31, 2013:

Name	Option Awards				Restricted Stock Awards	
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares that have not Vested	Market Value of Shares that have not Vested (1)
Eugene W. Landy					22,911	\$215,822
Eugene W. Landy	-0-	100,000	\$10.08	06/26/21		
Samuel A. Landy					55,953	\$527,077
Samuel A. Landy	5,800	-0-	\$17.21	01/09/14		
Samuel A. Landy	44,200	-0-	\$15.62	01/09/14		
Samuel A. Landy	5,800	-0-	\$17.06	01/03/15		
Samuel A. Landy	44,200	-0-	\$15.51	01/03/15		
Samuel A. Landy	7,700	-0-	\$12.97	01/08/16		
Samuel A. Landy	42,300	-0-	\$11.79	01/08/16		
Samuel A. Landy	14,000	-0-	\$7.12	01/07/17		
Samuel A. Landy	61,000	-0-	\$6.47	01/07/17		
Samuel A. Landy	10,900	-0-	\$9.13	01/08/18		
Samuel A. Landy	14,100	-0-	\$8.30	01/08/18		
Samuel A. Landy	-0-	50,000	\$10.08	06/26/21		
Anna T. Chew					22,911	\$215,822
Anna T. Chew	10,000	-0-	\$15.15	07/21/14		
Anna T. Chew	10,000	-0-	\$14.21	07/16/15		
Anna T. Chew	10,000	-0-	\$7.55	09/25/16		
Anna T. Chew	10,000	-0-	\$7.57	06/22/17		
Anna T. Chew	-0-	50,000	\$10.08	06/26/21		
Allison Nagelberg					18,699	\$176,145
Allison Nagelberg	5,000	-0-	\$14.21	07/16/15		
Allison Nagelberg	-0-	50,000	\$10.08	06/26/21		

(1) Based on the closing price of our common stock on December 31, 2013 of \$9.42. Restricted stock awards vest over 5 years.

### **Employment Agreements**

The Company has an Employment Agreement with Mr. Eugene W. Landy, Chairman of the Board. Under this agreement, prior to January 1, 2004, Mr. Landy received an annual base compensation of \$150,000 (as amended) plus bonuses and customary fringe benefits, including health insurance, participation in the Company's 401(k) Plan, stock options, five weeks' vacation and use of an automobile. Additionally, there may be bonuses voted by the Board of Directors. The Employment Agreement is terminable by either party at any time subject to certain notice requirements. On severance of employment by the Company, Mr. Landy will receive severance of \$450,000, payable \$150,000 on severance and \$150,000 on the first and second anniversaries of severance. In the event of disability, Mr. Landy's compensation will continue for a period of three years, payable monthly. On retirement, Mr. Landy will receive a pension of \$50,000 a year for ten years, payable in monthly installments. In the

event of death, Mr. Landy's designated beneficiary will receive \$450,000, \$100,000 thirty days after death and the balance one year after death. The Employment Agreement automatically renews each year for successive one-year periods. Effective January 1, 2004, this agreement was amended to increase Mr. Landy's annual base compensation to \$175,000. Additionally, Mr. Landy's pension benefit of \$50,000 per year has been extended for an additional three years. On April 14, 2008, the Company executed a Second Amendment to the Employment Agreement with Mr. Landy (the second amendment). The second amendment provides that in the event of a change in control, Eugene W. Landy shall receive a lump sum payment of \$1,200,000, provided the sale price of the Company is at least \$16 per share of common stock. A change of control shall be defined as the consummation of a reorganization, merger, share exchange, consolidation, or sale or disposition of all or substantially all of the assets of the Company. This change of control provision shall not apply to any combination between the Company and MREIC. Payment shall be made simultaneously with the closing of the transaction, and only in the event that the transaction closes. During 2013, the Board of Directors extended Mr. Landy's pension benefit for an additional three years, through 2016.

Effective January 1, 2012, the Company and Samuel A. Landy entered into a three-year Employment Agreement under which Mr. Samuel Landy receives an annual base salary of \$378,000 for 2012, \$396,900 for 2013 and \$416,745 for 2014, subject to increases in Funds from Operations (FFO) of 3% per year or 9% over the three-year period. If this increase is not met, the salary increase will be limited to the increase in the consumer price index. Bonuses are based on performance goals relating to FFO, home sales, occupancy and acquisitions, with a maximum of 21% of salary. Mr. Samuel Landy received a restricted stock grant of 25,000 shares in 2012. In each subsequent calendar year of employment pursuant to the Agreement, restricted stock shall be awarded to Mr. Samuel Landy at the discretion of the Compensation Committee of the Board of Directors. Mr. Samuel Landy will receive customary fringe benefits, four weeks of vacation, reimbursement of reasonable and necessary business expenses and use of an automobile. The Company will reimburse Mr. Samuel Landy for the cost of a disability insurance policy. In the event of a merger, sale or change of voting control of the Company, excluding transactions between the Company and MREIC, Mr. Samuel Landy will have the right to extend and renew this employment agreement so that the expiration date will be three years from the date of merger, sale or change of voting control, or the employee may terminate the employment agreement and be entitled to receive one year's compensation in accordance with the agreement. If there is a termination of employment by the Company for any reason, either involuntary or voluntary, including the death of the employee, the employee shall be entitled to the greater of the salary due under the remaining term of the agreement or one year's compensation at the date of termination, paid monthly over the remaining term or life of the agreement.

Effective January 1, 2012, the Company and Anna T. Chew entered into a new three-year employment agreement, under which Ms. Chew receives an annual base salary of \$287,385 for 2012, \$301,754 for 2013 and \$316,841 for 2014, plus bonuses and customary fringe benefits. Ms. Chew will also receive four weeks of vacation, reimbursement of reasonable and necessary business expenses and use of an automobile. The Company will reimburse Ms. Chew for the cost of a disability insurance policy such that, in the event of the employee's disability for a period of more than 90 days, the employee will receive benefits up to 60% of her then-current salary. In the event of a merger, sale or change of voting control of the Company, excluding transactions between the Company and MREIC, the employee will have the right to extend and renew this employment agreement so that the expiration date will be three years from the date of merger, sale or change of voting control, or the employee may terminate the employment agreement and be entitled to receive one year's compensation in accordance with the agreement. If there is a termination of employment by the Company for any reason, either involuntary or voluntary, including the death of the employee, other than a termination for cause as defined by the agreement, the employee shall be entitled to the greater of the salary due under the remaining term of the agreement or one year's compensation at the date of termination, paid monthly over the remaining term or life of the agreement.



Effective January 1, 2012, the Company and Allison Nagelberg, General Counsel, entered into a three-year employment agreement, under which Ms. Nagelberg receives an annual base salary of \$250,000 for 2012, \$262,500 for 2013 and \$275,625 for 2014, plus bonuses and customary fringe benefits. Ms. Nagelberg will also receive four weeks of vacation, reimbursement of reasonable and necessary business expenses and use of an automobile. Pursuant to this employment agreement, the Company paid on behalf of Ms. Nagelberg, all tuition and fees associated with her pursuit of an Executive MBA degree, which was completed in 2012. The Company will reimburse Ms. Nagelberg for the cost of a disability insurance policy such that, in the event of the employee s

disability for a period of more than 90 days, the employee will receive benefits up to 60% of her then-current salary. As an alternative to long-term disability, Employee shall have the option to purchase and/or maintain, and be fully reimbursed for, a short-term disability policy on terms to be approved by the Corporation. In the event of a merger, sale or change of voting control of the Company, the employee will have the right to extend and renew this employment agreement so that the expiration date will be three years from the date of merger, sale or change of voting control. If there is a termination of employment by the Company for any reason, either involuntary or voluntary, including the death of the employee, other than a termination for cause as defined by the agreement, the employee shall be entitled to the greater of the salary due under the remaining term of the agreement or one year's compensation at the date of termination, paid monthly over the remaining term or life of the agreement. Effective January 1, 2014, Ms. Nagelberg's employment contract was cancelled and she was employed exclusively by MREIC.

### Potential Payments upon Termination of Employment or Change-in-Control

Under the terms of the employment agreements of the named executive officers, such named executive officers are entitled to receive the following estimated payments and benefits upon a termination of employment or voluntary resignation (with or without a change-in-control). These disclosed amounts are estimates only and do not necessarily reflect the actual amounts that would be paid to the named executive officers, which would only be known at the time that they become eligible for payment and would only be payable if a termination of employment, or voluntary resignation, were to occur. The table below reflects the amount that could be payable under the various arrangements assuming that the termination of employment had occurred at December 31, 2013.

	Termination Not for Cause or Good Reason		Termination (After a Change- in-Control) on Disability or Death on		
	Termination Not for Cause or Good	Reason on 12/31/13	Termination for Cause on 12/31/13	in-Control) on 12/31/13	Disability or Death on 12/31/13
	Voluntary Resignation on 12/31/13	Reason on 12/31/13	for Cause on 12/31/13	in-Control) on 12/31/13	Disability or Death on 12/31/13
Eugene W. Landy	\$450,000 (1)	\$450,000 (1)	\$450,000 (1)	\$1,650,000 (2)	\$525,000 (3)
Samuel A. Landy	416,745 (4)	416,745 (4)	416,745 (4)	416,745 (4)	416,745 (4)
Anna T. Chew	316,841 (4)	316,841 (4)	-0-	316,841 (4)	316,841 (4)
Allison Nagelberg (5)	-0-	-0-	-0-	-0-	-0-

(1)

Consists of severance payments of \$450,000, payable \$150,000 per year for three years.

(2)

Mr. Landy shall receive a lump-sum payment of \$1,200,000 in the event of a change in control, provided that the sale price of the Company is at least \$16 per share of common stock. In addition, if Mr. Landy's employment agreement is terminated, he receives severance payments of \$450,000, payable \$150,000 per year for three years.

(3)

In the event of a disability, as defined in the agreement, Mr. Landy shall receive disability payments equal to his base salary for a period of three years. He has a death benefit of \$450,000 payable to Mr. Landy's beneficiary.

(4)

Represents one year salary. The respective employment agreements provides for the greater of the salary due under the remaining term of the agreement or one year. The respective employment agreements also provide for death benefits of the same amount.

(5)

Effective January 1, 2014, Allison Nagelberg's employment contract was cancelled and she was employed exclusively by MREIC. There were no amounts payable to her and therefore nothing is included herein.

The Company retains the discretion to compensate any officer upon any future termination of employment or change-in control.

### **Director Compensation**

Prior to September 1, 2012, Directors received a fee of \$2,250 for each Board meeting attended, \$500 for each Board phone meeting attended, and an additional fixed annual fee of \$15,000 payable quarterly. Directors

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appointed to board committees received \$500 for each committee meeting attended. Those specific committees are Compensation Committee, Audit Committee and Nominating Committee.

Effective September 1, 2012, Directors receive a fee of \$3,125 for each Board meeting attended, \$500 for each Board phone meeting attended, and an additional fixed annual fee of \$22,500 payable quarterly. Directors appointed to board committees receive \$1,000 for each committee meeting attended.

Effective September 1, 2013, Directors receive a fee of \$4,000 for each Board meeting attended, \$500 for each Board phone meeting attended, and an additional fixed annual fee of \$26,000 payable quarterly. Directors appointed to board committees receive \$1,200 for each committee meeting attended.

The table below sets forth a summary of director compensation for the year ended December 31, 2013:

Director	Annual Board Cash Retainer	Meeting Fees	Committee Fees	Total Fees
				Earned or Paid in Cash
Jeffrey A. Carus (2)	\$24,250	\$13,375	\$4,400	\$42,025
Matthew I. Hirsch (4)	6,500	-0-	-0-	6,500
Charles Kaempffer (1)	24,250	13,375	4,200	41,825
Michael P. Landy	24,250	13,375	-0-	37,625
Stuart Levy (2)	24,250	13,375	4,400	42,025
James E. Mitchell (2) (3)	24,250	14,375	9,400	48,025
Richard H. Molke	24,250	14,375	7,000	45,625
Eugene Rothenberg (1)	24,250	13,375	7,000	44,625
Stephen B. Wolgin (2)	24,250	14,375	9,400	48,025
	\$ 200,500	\$ 110,000	\$ 45,800	\$ 356,300

(1)

Mr. Kaempffer & Mr. Rothenberg are Emeritus directors which are retired directors who are not entitled to vote on board resolutions; however they receives directors fees for participation in the board meetings. Mr. Rothenberg retired from the Board effective September 23, 2013.

(2)

Mr. Carus, Mr. Levy, Mr. Mitchell and Mr. Wolgin are the current members of the audit committee, the compensation committee and the nominating committee. The Board has determined that Mr. Mitchell and Mr. Wolgin are

considered audit committee financial experts within the meaning of the rules of the SEC and are financially sophisticated within the meaning of the listing requirements of the NYSE.

(3)

Mr. Mitchell is the Lead Independent Director whose role is to preside over the executive sessions of the non-management directors.

(4)

The Board of Directors appointed Mr. Matthew I. Hirsch as a Class II Director for the remaining term of Class II expiring in 2014. The appointment was accepted effective September 23, 2013.

(5)

Mr. Eugene W. Landy, Mr. Samuel A. Landy and Ms. Anna T. Chew are inside directors. As such, their director compensation is included in the Summary Compensation Table.

#### **Pension Benefits and Nonqualified Deferred Compensation Plans**

Except as provided in the specific agreements described above, the Company has no pension or other post-retirement plans in effect for Officers, Directors or employees or a nonqualified deferred compensation plan. The present value of accumulated benefit of pension benefits for Mr. Eugene W. Landy is \$600,000 as of December 31, 2013. Payments made during 2013 amounted to \$50,000. Mr. Eugene Landy is entitled to receive payments of \$50,000 per year through 2016. The Company's employees may elect to participate in the Company's 401(k) Plan.

### **Compensation Committee Interlocks and Insider Participation**

The Compensation Committee consisted of Mr. Carus, Mr. Levy, Mr. Mitchell and Mr. Wolgin. No member of the Compensation Committee is a current or former officer or employee of the Company. In 2013, none of our executive officers served on the compensation committee of any entity, or board of directors of any entity that did not have a compensation committee, that had one or more of its executive officers serving on our Compensation Committee. The members of the Compensation Committee did not otherwise have any relationships requiring related-party disclosure in this Form 10-K.

### **Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

—

The Company will file its definitive Proxy Statement for its 2014 Annual Meeting of Stockholders within the period required under the applicable rules of the Securities and Exchange Commission. Additional information required by this Item is included under the caption ELECTION OF DIRECTORS and SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT of such Proxy Statement and is incorporated herein by reference.

The following table lists information with respect to the beneficial ownership of the Company's Shares as of December 31, 2013 by:

.

each person known by the Company to beneficially own more than five percent of the Company's outstanding Shares;

.

the Company's directors;

.

the Company's executive officers; and

all of the Company's executive officers and directors as a group.

Unless otherwise indicated, the person or persons named below have sole voting and investment power and that person's address is c/o UMH Properties, Inc., Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, New Jersey 07728. In determining the number and percentage of Shares beneficially owned by each person, Shares that may be acquired by that person under options exercisable within 60 days of December 31, 2013 are deemed beneficially owned by that person and are deemed outstanding for purposes of determining the total number of outstanding Shares for that person and are not deemed outstanding for that purpose for all other shareholders.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percentage of Shares Outstanding (2)
Wells Fargo and Company  420 Montgomery Street  San Francisco, CA 94104	1,669,925(3)	8.04%
BlackRock, Inc.  40 East 52 <sup>nd</sup> Street  New York, NY 10022	1,246,374(4)	6.00%
Jeffrey A. Carus	3,299	*
Anna T. Chew	175,444(5)	*
Matthew I. Hirsch	1,228(6)	*

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percentage of Shares Outstanding (2)
Eugene W. Landy	1,136,738(7)	5.47%
Samuel A. Landy	625,977(8)	2.98%
Michael P. Landy	316,729(9)	1.52%
Stuart Levy	1,096	*
James E. Mitchell	186,297(10)	*
Richard H. Molke	111,927(11)	*
Allison Nagelberg	49,083(12)	*
Katie Rytter	4,000(13)	*
Stephen B. Wolgin	12,946(14)	*
UMH 401(k) Plan	210,127(15)	1.01%
Directors and Officers as a Group	2,811,913	13.33%

\*Less than 1%

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(1)

Except as indicated in the footnotes to this table and pursuant to applicable community property laws, the Company believes that the persons named in the table have sole voting and investment power with respect to all Shares listed.

(2)

Based on the number of Shares outstanding on December 31, 2013 which was 20,769,892 Shares.

(3)

Based on Schedule 13G/A as of December 31, 2013, filed by Wells Fargo and Company the company owns 1,669,925 Shares. This filing with the SEC by Wells Fargo and Company indicates that Wells Fargo and Company has sole voting power for 1 Share and shared voting power for 1,608,724 Shares. Wells Fargo also has sole dispositive power for 1 Shares and shared dispositive power for 1,669,924 Shares.

(4)

Based on Schedule 13G/A as of December 31, 2013, filed by BlackRock, Inc. the company owns 1,246,374 Shares. This filing with the SEC by BlackRock, Inc. indicates that BlackRock, Inc. has sole voting for 1,188,200 Shares and sole dispositive power for 1,246,374 Shares.



(5)

Includes (a) 135,444 Shares owned jointly with Ms. Chew's husband, and (b) 40,000 Shares issuable upon exercise of stock options. Excludes shares held in the UMH 401(k) Plan. Ms. Chew is a co-trustee of the UMH 401(k) Plan and has shared voting power over the Common Shares held by the UMH 401(k) Plan. She, however, disclaims beneficial ownership of all of the Common Shares held by the UMH 401(k) Plan, except for 21,073 Shares held by the UMH 401(k) Plan for her benefit. See Note 15 below for information regarding Shares held by the UMH 401(k) Plan. Excludes 50,000 Shares issuable upon the exercise of a stock option, which stock option is not exercisable until June 26, 2014.

(6)

Includes 1,228 Shares owned jointly with Mr. Hirsch's wife.

(7)

Includes (a) 99,872 Shares owned by Mr. Eugene Landy's wife, (b) 172,608 Shares held by Landy Investments, Ltd. for which Mr. Landy has power to vote, (c) 66,912 Shares held in the Landy & Landy Employees' Profit Sharing Plan of which Mr. Landy is a Trustee with power to vote, (d) 57,561 Shares held in the Landy & Landy Employees' Pension Plan of which Mr. Landy is a Trustee with power to vote, (e) 100,000 Shares held in the Eugene W. Landy and Gloria Landy Family Foundation, a charitable trust for which Mr. Landy has power to vote, (f) 16,428 Shares held in Windsor Industrial Park Associates for which Mr. Landy has power to vote, and (g) 21,376 Shares held in Juniper Plaza Associates for which Mr. Landy has power to vote. Excludes 100,000 Shares issuable upon the exercise of a stock option, which stock option is not exercisable until June 26, 2014.

(8)

Includes (a) 39,087 Shares owned with Mr. Samuel Landy's wife, (b) 14,316 Shares in custodial accounts for Mr. Landy's children under the NJ Uniform Transfers to Minors Act in which he disclaims any beneficial interest but has power to vote, (c) 6,221 Shares in the Samuel Landy Limited Partnership, (d) 48,000 Shares in the EWL Grandchildren Fund LLC of which Mr. Landy is a co-trustee, and (e) 250,000 Shares issuable upon exercise of stock options. Excludes shares held in the UMH 401(k) Plan. Mr. Landy is a co-trustee of the UMH 401(k) Plan and has shared voting power over the Common Shares held by the UMH 401(k) Plan. He, however, disclaims beneficial ownership of all of the Common Shares held by the UMH 401(k) Plan, except for 44,835 Shares held by the UMH 401(k) Plan for his benefit. See Note 15 below for information regarding Shares held by the UMH 401(k) Plan. Excludes 50,000 Shares issuable upon the exercise of a stock option, which stock option is not exercisable until June 26, 2014.

(9)

Includes (a) 12,291 Shares owned by Mr. Michael Landy's wife, and (b) and 45,503 Shares in custodial accounts for Mr. Landy's children under the NJ Uniform Transfers to Minors Act in which he disclaims any beneficial interest but has power to vote, (c) 48,000 Shares in the EWL Grandchildren Fund LLC of which Mr. Landy is a co-trustee, and (d) 20,000 Shares issuable upon exercise of stock options. Excludes 16,337 Shares held in the UMH 401(k) Plan. See Note 15 below for information regarding Shares held by the UMH 401(k) Plan.

(10)

Includes 139,052 Shares held by Mitchell Partners in which Mr. Mitchell has a beneficial interest. In addition to the Common Shares reported, Mr. Mitchell also holds 4,000 of the Preferred A Shares.

(11)

Includes 50,563 Shares owned by Mr. Molke's wife.

(12)

Includes (a) 1,000 Shares owned by Ms. Nagelberg's husband, and (b) 5,000 Shares issuable upon exercise of stock options. Excludes 4,240 Shares held in the UMH 401(k) Plan. See Note 15 below for the information regarding Shares held by the UMH 401(k) Plan. Excludes 50,000 Shares issuable upon the exercise of a stock option, which stock option is not exercisable until June 26, 2014.

(13)

Includes 4,000 Shares issuable upon exercise of stock options. Excludes 95 Shares held in the UMH 401(k) Plan. See Note 15 below for the information regarding Shares held by the UMH 401(k) Plan. Excludes 10,000 Shares issuable upon the exercise of a stock option, which stock option is not exercisable until June 26, 2014.

(14)

In addition to the Common Shares reported (a) Mr. Wolgin's wife holds 600 of the Preferred A Shares and (b) Mr. Wolgin holds 500 of the Preferred A Shares.

(15)

Includes 210,127 Shares held by the UMH 401(k) Plan. Ms. Anna T. Chew and Mr. Samuel A. Landy have shared voting power over the Common Shares held by the UMH 401(k) Plan.

**Item 13 Certain Relationships and Related Transactions, and Director Independence**

The Company will file its definitive Proxy Statement for its 2014 Annual Meeting of Stockholders within the period required under the applicable rules of the Securities and Exchange Commission. Additional information required by this Item is included under the caption ELECTION OF DIRECTORS and CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS of such Proxy Statement and is incorporated herein by reference.

Certain relationships and related party transactions are incorporated herein by reference to Part IV, Item 15(a)(1)(vi), Note 8 of the Notes to Consolidated Financial Statements Related Party Transactions.

No director, executive officer, or any immediate family member of such director or executive officer may enter into any transaction or arrangement with the Company without the prior approval of the Board of Directors. The Board of Directors will appoint a Business Judgment Committee consisting of independent directors who are also independent of the transaction or arrangement. This Committee will recommend to the Board of Directors approval or disapproval of the transaction or arrangement. In determining whether to approve such a transaction or arrangement, the Business Judgment Committee will take into account, among other factors, whether the transaction was on terms no less favorable to the Company than terms generally available to third parties and the extent of the executive officer's or director's involvement in such transaction or arrangement. Additionally, the Company's Code of Business Conduct and Ethics, which is found at the Company's website at [www.umh.com](http://www.umh.com), provides a method of notifying and reporting in the event of a potential or apparent conflict of interest. Further, to identify related party transactions, the Company submits and requires our directors and executive officers to complete director and officer questionnaires identifying any transactions with the Company in which the director, executive officer or their immediate family members have an interest.

See identification of independent directors under Item 10 and committee members under Item 11.

**Item 14 Principal Accounting Fees and Services**

The Company will file its definitive Proxy Statement for its 2014 Annual Meeting of Stockholders within the period required under the applicable rules of the Securities and Exchange Commission. Additional information required by this Item is included under the caption FEES BILLED BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM of such Proxy Statement and is incorporated herein by reference.

PKF O Connor Davies served as the Company's independent registered public accounting firm for the years ended December 31, 2013 and 2012. The following are fees billed by and accrued to PKF O Connor Davies in connection with services rendered:

	<u>2013</u>	<u>2012</u>
Audit Fees	\$166,000	\$150,000
Audit Related Fees	28,918	74,798
Tax Fees	54,315	44,150
Total Fees	\$249,233	\$268,948

Audit fees include professional services rendered for the audit of the Company's annual financial statements, management's assessment of internal controls, and reviews of financial statements included in the Company's quarterly reports on Form 10-Q.

Audit related fees include services that are normally provided by the Company's independent auditors in connection with statutory and regulatory filings, such as consents and assistance with and review of documents filed with the Securities and Exchange Commission.

Tax fees include professional services rendered for the preparation of the Company's federal and state corporate tax returns and supporting schedules as may be required by the Internal Revenue Service and applicable state taxing authorities. Tax fees also include other work directly affecting or supporting the payment of taxes, including planning and research of various tax issues.

**Audit Committee Pre-Approval Policy**

The Audit Committee has adopted a policy for the pre-approval of audit and permitted non-audit services provided by the Company's principal independent registered public accounting firm. The policy requires that all services provided by our principal independent registered public accounting firm to the Company, including audit services, audit-related

services, tax services and other services, must be pre-approved by the Committee. The pre-approval requirements do not prohibit day-to-day normal tax consulting services, which matters will not exceed \$10,000 in the aggregate.

The Audit Committee has determined that the provision of the non-audit services described above is compatible with maintaining PKF O Connor Davies independence.

**PART IV**

**Item 15 Exhibits, Financial Statement Schedules**

(a) (1)	The following Financial Statements are filed as part of this report.	Page(s)
(i)	(a) Report of Independent Registered Public Accounting Firm	69
(ii)	Consolidated Balance Sheets as of December 31, 2013 and 2012	70-71
(iii)	Consolidated Statements of Income (Loss) for the years ended December 31, 2013, 2012 and 2011	72-73
(iv)	Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31, 2013, 2012 and 2011	74
(iv)	Consolidated Statements of Shareholders Equity for the years ended December 31, 2013, 2012 and 2011	75-76
(v)	Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011	77
(vi)	Notes to Consolidated Financial Statements	78-106
(a) (2)	The following Financial Statement Schedule is filed as part of this report:	
(i)	Schedule III Real Estate and Accumulated Depreciation as of December 31, 2013	107-113

All other schedules are omitted for the reason that they are not required, are not applicable, or the required information is set forth in the consolidated financial statements or notes thereto.

(a) (3)

The Exhibits set forth in the following index of Exhibits are filed as part of this Report.

Exhibit No.	Description
(2)	<u>Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession</u>
2.1	Agreement and Plan of Merger dated as of June 23, 2003 (incorporated by reference from the Company's Definitive Proxy Statement as filed with the Securities and Exchange Commission on July 10, 2003, Registration No. 001-12690).
(3)	<u>Articles of Incorporation and By-Laws</u>
3.1	Articles of Incorporation of UMH Properties, Inc., a Maryland corporation (incorporated by reference from the Company's Definitive Proxy Statement as filed with the Securities and Exchange Commission on July 10, 2003, Registration No. 001-12690).
3.2	Bylaws of UMH Properties, Inc. (incorporated by reference from the Company's Definitive Proxy Statement as filed with the Securities and Exchange Commission on July 10, 2003, Registration No. 001-12690).
3.3	Amendment to Articles of Incorporation (incorporated by reference to the 8-K as filed by the Registrant with the Securities and Exchange Commission on April 3, 2006, Registration No. 001-12690).
3.4	Amendment to Bylaws (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 22, 2008, Registration No. 001-12690).
3.5	Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 26, 2011, Registration No. 001-12690).
3.6	Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 26, 2011, Registration No. 001-12690).
3.7	Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 10, 2012, Registration No. 001-12690).
3.8	Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 10, 2012, Registration No. 001-12690).

- 3.9 Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 31, 2012, Registration No. 001-12690).
- 3.10 Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 31, 2012, Registration No. 001-12690).



- (4) Instruments Defining the Rights of Security Holders, Including Indentures
- 4.1 Specimen certificate of common stock of UMH Properties, Inc. (incorporated by reference to Exhibit 4.1 to the Form S-3 as filed by the Registrant with the Securities and Exchange Commission on December 21, 2010, Registration No. 333-171338).
- 4.2 Specimen certificate representing the Series A Preferred Stock of UMH Properties, Inc. (incorporated by reference to Exhibit 4.2 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on February 28, 2012, Registration No. 001-12690).
- (10) Material Contracts:
- 10.1 401(k) Plan Document and Adoption Agreement effective April 1, 1992 (incorporated by reference to the Company's 1992 Form 10-K as filed with the Securities and Exchange Commission on March 9, 1993).
- 10.2 Employment Agreement with Mr. Eugene W. Landy dated December 14, 1993 (incorporated by reference to the Company's 1993 Form 10-K as filed with the Securities and Exchange Commission on March 28, 1994).
- 10.3 Amendment to Employment Agreement with Mr. Eugene W. Landy effective January 1, 2004 (incorporated by reference to the Company's 2004 Form 10-K/A as filed with the Securities and Exchange Commission on March 30, 2005, Registration No. 001-12690).
- 10.4 Second Amendment to Employment Agreement of Eugene W. Landy, dated April 14, 2008 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 16, 2008, Registration No. 001-12690).
- 10.5 Employment Agreement with Mr. Samuel A. Landy effective January 1, 2012 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 5, 2012, Registration No. 001-12690).
- 10.6 Amendment to Employment Agreement with Mr. Samuel A. Landy dated January 18, 2012 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 20, 2012, Registration No. 001-12690).
- 10.7 Employment Agreement with Ms. Anna T. Chew effective January 1, 2012 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 5, 2012, Registration No. 001-12690).
- 10.8 Employment Agreement with Ms. Allison Nagelberg effective January 1, 2012 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 5, 2012, Registration No. 001-12690).
- 10.9 Dividend Reinvestment and Stock Purchase Plan (incorporated by reference to the Company's Registration Statement filed on Form S-3D as filed with the Securities and Exchange Commission on July 3, 2012, Registration No. 333-182525).

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- 10.10 UMH Properties, Inc. 2003 Stock Option and Stock Award Plan, as amended and restated (incorporated by reference to the Company's Definitive Proxy Statement (DEF 14A) as filed with the Securities and Exchange Commission on May 6, 2010, Registration No. 001-12690).
- 10.11 Form of Indemnification Agreement between UMH Properties, Inc. and its Directors and Executive Officers (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 23, 2012, Registration No. 001-12690).

Exhibit No.	Description
10.12	Dividend Reinvestment and Stock Purchase Plan (incorporated by reference to the Company's Registration Statement filed on Form S-3 as filed with the Securities and Exchange Commission on January 21, 2014, Registration No. 333-189941).
10.13	UMH Properties, Inc. 2013 Stock Option and Stock Award Plan (incorporated by reference to the Company's Definitive Proxy Statement (DEF 14A) as filed with the Securities and Exchange Commission on May 1, 2013, Registration No. 001-12690).
(14)	Code of Business Conduct and Ethics (incorporated by reference to the Company's 2003 Form 10-K as filed with the Securities and Exchange Commission on March 11, 2004, Registration No. 001-12690).
(21)	Subsidiaries of the Registrant.
(23)	Consent of PKF O Connor Davies, A Division of O Connor Davies, LLP.
(31.1)	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(31.2)	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32)	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(99)	Audit Committee Charter, as amended January 16, 2008 (incorporated by reference to the Company's 2011 Definitive Proxy Statement (DEF 14A) as filed with the Securities and Exchange Commission on May 2, 2011, Registration No. 001-12690).

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders

UMH Properties, Inc.

We have audited the accompanying consolidated balance sheets of UMH Properties, Inc. and subsidiaries (the Company ) as of December 31, 2013 and 2012 and the related consolidated statements of income (loss), comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2)(i). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and 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 and schedule are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of UMH Properties, Inc. at December 31, 2013 and 2012, and the consolidated results of its operations and its 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 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 Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 11, 2014 expressed an unqualified opinion thereon.

New York, New York  
March 11, 2014

/s/ PKF O Connor Davies,  
A Division of O Connor Davies, LLP

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## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2013 and 2012

-ASSETS-	2013	2012
<b>INVESTMENT PROPERTY AND EQUIPMENT</b>		
Land	\$ 33,973,214	\$ 22,010,714
Site and Land Improvements	256,830,234	186,474,330
Buildings and Improvements	13,273,690	7,176,980
Rental Homes and Accessories	61,747,274	37,828,031
Total Investment Property	365,824,412	253,490,055
Equipment and Vehicles	11,130,719	9,495,379
Total Investment Property and Equipment	376,955,131	262,985,434
Accumulated Depreciation	(84,655,017)	(73,270,257)
Net Investment Property and Equipment	292,300,114	189,715,177
<b>OTHER ASSETS</b>		
Cash and Cash Equivalents	7,615,143	11,035,824
Securities Available for Sale at Fair Value	59,254,942	57,325,440
Inventory of Manufactured Homes	13,786,041	11,855,080
Notes and Other Receivables, net	26,019,725	22,713,864
Unamortized Financing Costs	2,128,006	1,473,454
Prepaid Expenses	1,182,850	910,875
Land Development Costs	5,693,153	5,251,501
Total Other Assets	115,679,860	110,566,038
<b>TOTAL ASSETS</b>	<b>\$ 407,979,974</b>	<b>\$ 300,281,215</b>

See Accompanying Notes to Consolidated Financial Statements

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## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS (CONTINUED)

AS OF DECEMBER 31, 2013 and 2012

- LIABILITIES AND SHAREHOLDERS EQUITY -	2013	2012
<b>LIABILITIES:</b>		
MORTGAGES PAYABLE	\$ 160,639,944	\$ 108,871,352
OTHER LIABILITIES:		
Accounts Payable	1,628,713	1,070,021
Loans Payable	49,118,996	10,441,605
Accrued Liabilities and Deposits	3,852,799	3,609,615
Tenant Security Deposits	2,153,785	1,303,374
Total Other Liabilities	56,754,293	16,424,615
Total Liabilities	217,394,237	125,295,967
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>SHAREHOLDERS EQUITY:</b>		
Series A 8.25% Cumulative Redeemable Preferred		
Stock, par value \$.10 per share, 3,663,800 shares authorized, issued and outstanding as of December 31, 2013 and 2012	91,595,000	91,595,000
Common Stock - \$.10 par value per share, 42,000,000 shares authorized; 20,769,892 and 17,111,882 shares issued and outstanding as of December 31, 2013 and 2012, respectively	2,076,989	1,711,188
Excess Stock - \$.10 par value per share, 3,000,000 shares  authorized; no shares issued or outstanding	-0-	-0-
Additional Paid-In Capital	96,504,643	76,110,692
Accumulated Other Comprehensive Income	1,076,898	6,236,161
Accumulated Deficit	(667,793)	(667,793)
Total Shareholders Equity	190,585,737	174,985,248
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 407,979,974</b>	<b>\$ 300,281,215</b>



See Accompanying Notes to Consolidated Financial Statements

## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

	2013	2012	2011
<b>INCOME:</b>			
Rental and Related Income	\$ 53,477,893	\$ 38,012,231	\$ 32,990,219
Sales of Manufactured Homes	8,727,214	8,815,533	6,323,135
Total Income	62,205,107	46,827,764	39,313,354
<b>EXPENSES:</b>			
Community Operating Expenses	29,140,920	20,564,286	17,758,332
Cost of Sales of Manufactured Homes	7,204,410	7,903,678	5,747,963
Selling Expenses	1,985,834	2,152,701	2,104,077
General and Administrative	6,242,224	5,137,516	3,854,866
Franchise Taxes	299,000	237,000	125,000
Loss Relating to Flood	-0-	-0-	984,701
Acquisition Costs	1,455,542	862,169	260,463
Depreciation Expense	11,681,724	7,357,158	5,962,338
Total Expenses	58,009,654	44,214,508	36,797,740
<b>OTHER INCOME (EXPENSE):</b>			
Interest Income	2,186,387	2,027,969	1,991,180
Dividend Income	3,481,514	3,243,592	2,512,057
Gain on Sale of Securities Transactions, net	4,055,812	4,092,585	2,692,649
Other Income	211,051	643,588	77,375
Interest Expense	(7,849,835)	(5,803,172)	(5,744,567)
Amortization of Financing Costs	(462,362)	(302,280)	(376,918)
Total Other Income (Expense)	1,622,567	3,902,282	1,151,776
Income Before Gain (Loss) on Sales of			
Investment Property and Equipment	5,818,020	6,515,538	3,667,390
Gain (Loss) on Sales of Investment Property and			
Equipment	18,803	(41,481)	28,873
<b>NET INCOME</b>	5,836,823	6,474,057	3,696,263
Less: Preferred Dividend	7,556,588	4,724,718	1,656,766

**NET INCOME (LOSS) ATTRIBUTABLE TO  
COMMON SHAREHOLDERS**

\$ (1,719,765)

\$ 1,749,339

\$ 2,039,497

See Accompanying Notes to Consolidated Financial Statements

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## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME (LOSS) (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

	2013	2012	2011
<b>Basic Income Per Share:</b>			
Net Income	\$0.31	\$0.40	\$0.25
Less: Preferred Dividend	(0.40)	(0.29)	(0.11)
Net Income (Loss) Attributable to Common Shareholders	\$(0.09)	\$0.11	\$0.14
<b>Diluted Income Per Share:</b>			
Net Income	\$0.31	\$0.40	\$0.25
Less: Preferred Dividend	(0.40)	(0.29)	(0.11)
Net Income (Loss) Attributable to Common Shareholders	\$(0.09)	\$0.11	\$0.14
<b>Weighted Average Shares Outstanding:</b>			
Basic	18,724,321	16,197,339	14,506,679
Diluted	18,789,662	16,260,225	14,562,018

See Accompanying Notes to Consolidated Financial Statements

## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012, AND 2011

	2013	2012	2011
<b>Net Income</b>	\$5,836,823	\$6,474,057	\$3,696,263
<b>Other Comprehensive Income (Loss):</b>			
Unrealized Holding Gains (Losses) Arising During the Year	(1,441,406)	8,245,236	(1,296,427)
Reclassification Adjustment for Net Gains Realized in Income	(4,055,812)	(4,092,585)	(2,692,649)
Change in Fair Value of Interest Rate Swap Agreements	337,955	(377,795)	-0-
<b>Comprehensive Income (Loss)</b>	677,560	10,248,913	(292,813)
Less: Preferred Dividend	(7,556,588)	(4,724,718)	(1,656,766)
<b>Comprehensive Income (Loss) Attributable to Common Shareholders</b>	\$(6,879,028)	\$5,524,195	\$(1,949,579)

See Accompanying Notes to the Consolidated Financial Statements





## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 and 2011

	Common Stock Issued Number	Amount	Preferred Stock	Additional Paid-In Capital
Balance December 31, 2010	13,701,625	\$1,370,163	\$-0-	\$64,775,002
Common Stock Issued with the DRIP*	1,467,214	146,721	-0-	13,792,270
Common Stock Issued through Restricted Stock Awards	74,000	7,400	-0-	(7,400)
Common Stock Issued through Stock Options	10,000	1,000	-0-	74,600
Preferred Stock Issued through Direct Placement, net	-0-	-0-	33,470,000	(1,615,672)
Distributions	-0-	-0-	-0-	(8,225,433)
Stock Compensation Expense	-0-	-0-	-0-	295,042
Net Income	-0-	-0-	-0-	-0-
Unrealized Net Holding Gain on Securities Available				
for Sale Net of Reclassification Adjustment	-0-	-0-	-0-	-0-
Balance December 31, 2011	15,252,839	1,525,284	33,470,000	69,088,409
Common Stock Issued with the DRIP*	1,780,043	178,004	-0-	17,880,034
Common Stock Issued through Restricted Stock Awards	75,000	7,500	-0-	(7,500)
Common Stock Issued through Stock Options	4,000	400	-0-	29,840
Preferred Stock Issued through Underwritten Public Offering, net	-0-	-0-	26,875,000	(1,172,782)
Preferred Stock Issued through Direct Placement, net	-0-	-0-	31,250,000	(699,705)
Distributions	-0-	-0-	-0-	(9,580,848)
Stock Compensation Expense	-0-	-0-	-0-	573,244
Net Income	-0-	-0-	-0-	-0-
Unrealized Net Holding Gain on Securities Available				
for Sale Net of Reclassification Adjustment	-0-	-0-	-0-	-0-
Interest Rate Swaps	-0-	-0-	-0-	-0-
Balance December 31, 2012	17,111,882	1,711,188	91,595,000	76,110,692
Common Stock Issued with the DRIP*	3,658,010	365,801	-0-	34,826,838
	-0-	-0-	-0-	-0-

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Common Stock Issued through Restricted Stock Awards				
Common Stock Issued through Stock Options	-0-	-0-	-0-	-0-
Preferred Stock Issued through Underwritten Public Offering, net	-0-	-0-	-0-	-0-
Preferred Stock Issued through Direct Placement, net	-0-	-0-	-0-	-0-
Distributions	-0-	-0-	-0-	(15,283,236)
Stock Compensation Expense	-0-	-0-	-0-	850,349
Net Income	-0-	-0-	-0-	-0-
Unrealized Net Holding Gain on Securities Available				
for Sale Net of Reclassification Adjustment	-0-	-0-	-0-	-0-
Interest Rate Swaps	-0-	-0-	-0-	-0-
Balance December 31, 2013	20,769,892	\$2,076,989	\$91,595,000	\$96,504,643

*\*Dividend Reinvestment and Stock Purchase Plan*

See Accompanying Notes to Consolidated Financial Statements

## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY, CONTINUED

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 and 2011

	Accumulated Other Comprehensive Income (Loss)	Undistributed Income (Accumulated Deficit)	Total Shareholders Equity
Balance December 31, 2010	\$6,450,381	\$(667,793)	\$71,927,753
Common Stock Issued with the DRIP*	-0-	-0-	13,938,991
Common Stock Issued through Restricted Stock Awards	-0-	-0-	-0-
Common Stock Issued through Stock Options	-0-	-0-	75,600
Preferred Stock Issued through Direct Placement, net	-0-	-0-	31,854,328
Distributions	-0-	(3,696,263)	(11,921,696)
Stock Compensation Expense	-0-	-0-	295,042
Net Income	-0-	3,696,263	3,696,263
Unrealized Net Holding Gain on Securities Available			
for Sale Net of Reclassification Adjustment	(3,989,076)	-0-	(3,989,076)
Balance December 31, 2011	2,461,305	(667,793)	105,877,205
Common Stock Issued with the DRIP*	-0-	-0-	18,058,038
Common Stock Issued through Restricted Stock Awards	-0-	-0-	-0-
Common Stock Issued through Stock Options	-0-	-0-	30,240
Preferred Stock Issued through Underwritten Public Offering, net	-0-	-0-	25,702,218
Preferred Stock Issued through Direct Placement, net	-0-	-0-	30,550,295
Distributions	-0-	(6,474,057)	(16,054,905)
Stock Compensation Expense	-0-	-0-	573,244
Net Income	-0-	6,474,057	6,474,057
Unrealized Net Holding Gain on Securities Available			
for Sale Net of Reclassification Adjustment	4,152,651	-0-	4,152,651
Interest Rate Swaps	(377,795)	-0-	(377,795)
Balance December 31, 2012	6,236,161	(667,793)	174,985,248
Common Stock Issued with the DRIP*	-0-	-0-	35,192,639
Common Stock Issued through Restricted Stock Awards	-0-	-0-	-0-
Common Stock Issued through Stock Options	-0-	-0-	-0-

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Preferred Stock Issued through Underwritten Public Offering, net	-0-	-0-	-0-
Preferred Stock Issued through Direct Placement, net	-0-	-0-	-0-
Distributions	-0-	(5,836,823)	(21,120,059)
Stock Compensation Expense	-0-	-0-	850,349
Net Income	-0-	5,836,823	5,836,823
Unrealized Net Holding Gain on Securities Available			
for Sale Net of Reclassification Adjustment	(5,497,218)	-0-	(5,497,218)
Interest Rate Swaps	337,955	-0-	337,955
Balance December 31, 2013	\$1,076,898	\$(667,793)	\$190,585,737

*\*Dividend Reinvestment and Stock Purchase Plan.*

See Accompanying Notes to Consolidated Financial Statements

## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 and 2011

	2013	2012	2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net Income	\$ 5,836,823	\$ 6,474,057	\$ 3,696,263
Non-cash items included in Net Income:			
Depreciation	11,681,724	7,357,158	5,962,338
Amortization of Financing Costs	462,362	302,280	376,918
Stock Compensation Expense	850,349	573,244	295,042
Provision for Uncollectible Notes and Other Receivables	760,570	745,993	461,668
Gain on Sale of Securities Transactions, net	(4,055,812)	(4,092,585)	(2,692,649)
(Gain) Loss on Sales of Investment Property & Equipment	(18,803)	41,481	(28,873)
Changes in Operating Assets and Liabilities -			
Inventory of Manufactured Homes	(1,930,961)	(1,666,333)	385,493
Notes and Other Receivables	(4,066,431)	(2,134,003)	(188,442)
Prepaid Expenses	(271,975)	(283,268)	108,466
Accounts Payable	558,692	381,349	(59,805)
Accrued Liabilities and Deposits	581,139	985,739	(23,811)
Tenant Security Deposits	850,411	402,637	118,284
Net Cash Provided by Operating Activities	11,238,088	9,087,749	8,410,892
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of Manufactured Home Communities	(80,574,921)	(44,825,340)	(17,500,000)
Purchase of Investment Property and Equipment	(26,815,409)	(16,975,016)	(6,846,921)
Proceeds from Sales of Investment Property and Equipment	915,113	1,069,516	709,234
Additions to Land Development Costs	(519,214)	(472,845)	(290,177)
Purchase of Securities Available for Sale	(22,352,376)	(21,941,884)	(21,100,859)
Proceeds from Sales of Securities Available for Sale	18,981,468	16,159,894	5,263,695
Net Cash Used by Investing Activities	(110,365,339)	(66,985,675)	(39,765,028)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from Mortgages	53,760,000	25,380,000	25,020,000
Net Proceeds from Short-Term Borrowings	38,677,391	-0-	1,713,668
Principal Payments of Mortgages and Loans	(9,686,487)	(23,073,544)	(25,553,767)
Financing Costs on Debt	(1,116,914)	(456,615)	(635,985)
Proceeds from Issuance of Common Stock, net of reinvestments	33,330,652	16,667,139	12,310,484
Proceeds from Issuance of Preferred Stock, net of offering costs	-0-	56,996,101	31,854,328
Proceeds from Exercise of Stock Options	-0-	30,240	75,600
Preferred Dividends Paid	(7,556,588)	(5,068,697)	(1,426,659)

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Common Dividends Paid, net of Reinvestments	(11,701,484)	(10,338,897)	(8,866,530)
Net Cash Provided by Financing Activities	95,706,570	60,135,727	34,491,139
Net Increase (Decrease) In Cash and Cash Equivalents	(3,420,681)	2,237,801	3,137,003
Cash and Cash Equivalents at Beginning of Year	11,035,824	8,798,023	5,661,020
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>\$ 7,615,143</b>	<b>\$ 11,035,824</b>	<b>\$ 8,798,023</b>

See Accompanying Notes to Consolidated Financial Statements

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**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2013 and 2012**

**NOTE 1 ORGANIZATION**

UMH Properties, Inc. (the Company) operates as a real estate investment trust (REIT) deriving its income primarily from real estate rental operations. As of December 31, 2013, the Company owns and operates seventy-four manufactured home communities containing approximately 13,500 developed sites. The communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. The Company, through its wholly-owned taxable subsidiary, UMH Sales and Finance, Inc. (S&F), conducts manufactured home sales in its communities. Inherent in the operation of manufactured home communities is site vacancies. S&F was established to fill these vacancies and potentially enhance the value of the communities. The Company also owns a portfolio of investment securities.

The Company was incorporated in the state of New Jersey in 1968. On September 29, 2003, the Company changed its state of incorporation from New Jersey to Maryland.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Description of the Business**

As of December 31, 2013, the Company owns and operates seventy-four manufactured home communities containing approximately 13,500 developed sites. These communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan.

These manufactured home communities are listed by trade names as follows:

**MANUFACTURED HOME COMMUNITY**

**LOCATION**

Allentown

Memphis, Tennessee

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Auburn Estates	Orrville, Ohio
Birchwood Farms	Birch Run, Michigan
Broadmore Estates	Goshen, Indiana
Brookside Village	Berwick, Pennsylvania
Brookview Village	Greenfield Center, New York
Carsons	Chambersburg, Pennsylvania
Cedarcrest	Vineland, New Jersey
Chambersburg I & II	Chambersburg, Pennsylvania
Chelsea	Sayre, Pennsylvania
City View	Lewistown, Pennsylvania
Clinton Mobile Home Resort	Tiffin, Ohio
Collingwood	Horseheads, New York
Colonial Heights	Wintersville, Ohio
Countryside Estates	Muncie, Indiana
Countryside Village	Columbia, Tennessee
Cranberry Village	Cranberry Township, Pennsylvania
Crestview	Athens, Pennsylvania
Cross Keys Village	Duncansville, Pennsylvania
D & R Village	Clifton Park, New York
Fairview Manor	Millville, New Jersey
Forest Creek	Elkhart, Indiana
Forest Park Village	Cranberry Township, Pennsylvania



**MANUFACTURED HOME COMMUNITY****LOCATION**

Frieden Manor	Schuylkill Haven, Pennsylvania
Green Acres	Chambersburg, Pennsylvania
Gregory Courts	Honey Brook, Pennsylvania
Heather Highlands	Inkerman, Pennsylvania
Highland	Elkhart, Indiana
Highland Estates	Kutztown, Pennsylvania
Holiday Mobile Village	Nashville, Tennessee
Kinnebrook	Monticello, New York
Lake Sherman Village	Navarre, Ohio
Laurel Woods	Cresson, Pennsylvania
Little Chippewa	Orrville, Ohio
Maple Manor	Taylor, Pennsylvania
Meadowood	New Middletown, Ohio
Melrose Village	Wooster, Ohio
Melrose West	Wooster, Ohio
Memphis Mobile City	Memphis, Tennessee
Monroe Valley	Jonestown, Pennsylvania
Moosic Heights	Avoca, Pennsylvania
Mountaintop	Narvon, Pennsylvania
Oak Ridge Estates	Elkhart, Indiana
Oakwood Lake Village	Tunkhannock, Pennsylvania
Olmsted Falls	Olmsted Falls, Ohio
Oxford Village	West Grove, Pennsylvania
Pine Ridge Village/Pine Manor	Carlisle, Pennsylvania
Pine Valley Estates	Apollo, Pennsylvania
Pleasant View Estates	Bloomsburg, Pennsylvania
Port Royal Village	Belle Vernon, Pennsylvania
River Valley Estates	Marion, Ohio
Rolling Hills Estates	Carlisle, Pennsylvania
Sandy Valley Estates	Magnolia, Ohio
Shady Hills	Nashville, Tennessee
Somerset Estates/Whispering Pines	Somerset, Pennsylvania
Southern Terrace	Columbiana, Ohio
Southwind Village	Jackson, New Jersey
Spreading Oaks Village	Athens, Ohio
Suburban Estates	Greensburg, Pennsylvania
Sunny Acres	Somerset, Pennsylvania
Sunnyside	Eagleville, Pennsylvania
Trailmont	Goodlettsville, Tennessee
Twin Oaks I & II	Olmsted Falls, Ohio
Twin Pines	Goshen, Indiana
Valley View I	Ephrata, Pennsylvania
Valley View II	Ephrata, Pennsylvania
Valley View Danboro	Doylestown, Pennsylvania
Valley View Honeybrook	Honey Brook, Pennsylvania
Waterfalls Village	Hamburg, New York
Weatherly Estates	Lebanon, Tennessee

Woodland Manor  
Woodlawn Village  
Wood Valley  
Youngstown Estates

West Monroe, New York  
Eatontown, New Jersey  
Caledonia, Ohio  
Youngstown, New York

### Basis of Presentation

The Company prepares its financial statements under the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). The Company's subsidiaries are all 100% wholly-owned. The consolidated financial statements of the Company include all of these subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The Company does not have a majority or minority interest in any other company, either consolidated or unconsolidated.

### Use of Estimates

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as contingent assets and liabilities as of the dates of the consolidated balance sheets and revenue and expenses for the years then ended. These estimates and assumptions include the allowance for doubtful accounts, valuation of inventory, depreciation, valuation of securities, reserves and accruals, and stock compensation expense. Actual results could differ from these estimates and assumptions.

### Investment Property and Equipment and Depreciation

Property and equipment are carried at cost. Depreciation for Sites and Building (15 to 27.5 years) is computed principally on the straight-line method over the estimated useful lives of the assets. Depreciation of Improvements to Sites and Buildings, Rental Homes and Equipment and Vehicles (3 to 27.5 years) is computed principally on the straight-line method. Land Development Costs are not depreciated until they are put in use, at which time they are capitalized as Sites and Land Improvements. Interest Expense pertaining to Land Development Costs are capitalized. Maintenance and Repairs are charged to expense as incurred and improvements are capitalized. The costs and related accumulated depreciation of property sold or otherwise disposed of are removed from the financial statement and any gain or loss is reflected in the current year's results of operations.

The Company applies Financial Accounting Standards Board Accounting Standards Codification (ASC) 360-10, Property, Plant & Equipment (ASC 360-10) to measure impairment in real estate investments. Rental properties are individually evaluated for impairment when conditions exist which may indicate that it is probable that the sum of expected future cash flows (on an undiscounted basis without interest) from a rental property is less than the carrying value under its historical net cost basis. These expected future cash flows consider factors such as future operating income, trends and prospects as well as the effects of leasing demand, competition and other factors. Upon determination that a permanent impairment has occurred, rental properties are reduced to their fair value. For properties to be disposed of, an impairment loss is recognized when the fair value of the property, less the estimated cost to sell, is less than the carrying amount of the property measured at the time there is a commitment to sell the property and/or it is actively being marketed for sale. A property to be disposed of is reported at the lower of its carrying amount or its estimated fair value, less its cost to sell. Subsequent to the date that a property is held for disposition, depreciation expense is not recorded.

The Company conducted a comprehensive review of all real estate asset classes in accordance with ASC 360-10-35-21. The process entailed the analysis of property for instances where the net book value exceeded the estimated fair value. The Company utilizes the experience and knowledge of its internal valuation team to derive certain assumptions used to determine an operating property's cash flow. Such assumptions include lease-up rates, rental rates, rental growth rates, and capital expenditures. The Company reviewed its operating properties in light of the requirements of ASC 360-10 and determined that, as of December 31, 2013, the undiscounted cash flows over the holding period for these properties were in excess of their carrying values and, therefore, no impairment charges were required.

#### Acquisitions

The Company accounts for acquisitions in accordance with Accounting Standards Codification (ASC) 805, Business Combinations (ASC 805). ASC 805 requires that transaction costs, such as broker fees, transfer taxes, legal, accounting, valuation, and other professional and consulting fees, related to acquisitions be expensed as incurred.

Upon acquisition of a property, the Company allocates the purchase price of the property based upon the fair value of the assets acquired, which generally consist of land, site and land improvements, buildings and

improvements and rental homes. The Company allocates the purchase price of an acquired property generally determined by internal evaluation as well as a third-party appraisal of the property obtained in conjunction with the purchase.

### Cash and Cash Equivalents

Cash and cash equivalents include bank repurchase agreements with original maturities of 90 days or less. The Company maintains its cash in bank accounts in amounts that may exceed federally insured limits. The Company has not experienced any losses in these accounts in the past. The fair value of cash and cash equivalents approximates their current carrying amounts since all such items are short-term in nature.

### Securities Available for Sale

Investments in non-real estate assets consist of marketable securities of other REITs, which are composed of common and preferred stock. These securities are all publicly-traded and purchased on the open market, through private transactions or through dividend reinvestment plans. These securities are classified among three categories: held-to-maturity, trading and available-for-sale. As of December 31, 2013 and 2012, the Company's securities are all classified as available-for-sale and are carried at fair value based upon quoted market prices. Gains or losses on the sale of securities are based on identifiable cost and are accounted for on a trade date basis. Unrealized holding gains and losses are excluded from earnings and reported as a separate component of Shareholders' Equity until realized. The changes in unrealized net holding gains are reflected as comprehensive income.

The Company individually reviews and evaluates our marketable securities for impairment on a quarterly basis or when events or circumstances occur. The Company considers, among other things, credit aspects of the issuer, amount of decline in fair value over cost and length of time in a continuous loss position. The Company has developed a general policy of evaluating whether an unrealized loss is other than temporary. On a quarterly basis, the Company makes an initial review of every individual security in its portfolio. If the security is impaired, the Company first determines our intent and ability to hold this investment for a period of time sufficient to allow for any anticipated recovery in market value. Next, the Company determines the length of time and the extent of the impairment. Barring other factors, including the downgrading of the security or the cessation of dividends, if the fair value of the security is below cost by less than 20% for less than 6 months and the Company has the intent and ability to hold the security, the security is deemed to not be other than temporarily impaired. Otherwise, the Company reviews additional information to determine whether the impairment is other than temporary. The Company discusses and analyzes any relevant information known about the security, such as:

a.

Whether the decline is attributable to adverse conditions related to the security or to specific conditions in an industry or in a geographic area.

b.

Any downgrading of the security by a rating agency.

c.

Whether the financial condition of the issuer has deteriorated.

d.

Status of dividends Whether dividends have been reduced or eliminated, or scheduled interest payments have not been made.

e.

Analysis of the underlying assets (including NAV analysis) using independent analysis or recent transactions.

The Company normally holds REIT securities long term and has the ability and intent to hold securities to recovery. If a decline in fair value is determined to be other than temporary, an impairment charge is recognized in earnings and the cost basis of the individual security is written down to fair value as the new cost basis.

#### Inventory of Manufactured Homes

Inventory of manufactured homes is valued at the lower of cost or market value and is determined by the specific identification method. All inventory is considered finished goods.

#### Accounts and Notes Receivables

The Company's accounts, notes and other receivables are stated at their outstanding balance reduced by an allowance for uncollectible accounts. The Company evaluates the recoverability of its receivables whenever events occur or there are changes in circumstances such that management believes it is probable that it will be unable to collect all amounts due according to the contractual terms of the notes receivable or lease agreements. The

collectability of notes receivable is measured based on the present value of the expected future cash flow discounted at the notes receivable effective interest rate or the fair value of the collateral if the notes receivable is collateral dependent. Total notes receivables at December 31, 2013 and 2012 was \$23,630,159 and \$21,941,912, respectively.

At December 31, 2013 and 2012, the reserves for uncollectible accounts, notes and other receivables were \$1,097,387 and \$937,995, respectively. For the years ended December 31, 2013, 2012 and 2011, the provisions for uncollectible notes and other receivables were \$760,570, \$745,993 and \$461,668, respectively. Charge-offs and other adjustments related to repossessed homes for the years ended December 31, 2013, 2012 and 2011 amounted to \$601,178, \$620,519 and \$522,841, respectively.

The Company's notes receivable primarily consists of installment loans collateralized by manufactured homes with principal and interest payable monthly. The average interest rate on these loans is approximately 9.5%. The average maturity is approximately 10 years.

#### Unamortized Financing Costs

Costs incurred in connection with obtaining mortgages and other financings and refinancings are deferred and are amortized on a straight-line basis over the term of the related obligations, which is not materially different than the effective interest method. Unamortized costs are charged to expense upon prepayment of the obligation. As of December 31, 2013 and 2012, accumulated amortization amounted to \$1,023,893 and \$818,120, respectively. The Company estimates that aggregate amortization expense will be approximately \$393,000 for 2014, \$378,000 for 2015, \$339,000 for 2016, \$233,000 for 2017 and \$194,000 for 2018.

#### Derivative Instruments and Hedging Activities

In the normal course of business, the Company is exposed to financial market risks, including interest rate risk on our variable rate debt. We attempt to limit these risks by following established risk management policies, procedures and strategies, including the use of derivative financial instruments. The Company's primary strategy in entering into derivative contracts is to minimize the variability that changes in interest rates could have on its future cash flows.

The Company generally employs derivative instruments that effectively convert a portion of its variable rate debt to fixed rate debt. The Company does not enter into derivative instruments for speculative purposes. The Company had entered into various interest rate swap agreements that had the effect of fixing interest rates relative to specific mortgage loans.

During 2012, the Company entered into two interest rate swap agreements that have the effect of fixing interest rates relative to specific mortgage loans as follows:

<u>Mortgage</u>	<u>Due Date</u>	<u>Mortgage Interest Rate</u>	<u>Effective Fixed Rate</u>	<u>Balance 12/31/13</u>
Allentown/Clinton	2/1/2017	LIBOR + 3.25%	4.39%	\$10,799,401
Various 11 properties	8/1/2017	LIBOR + 3.00%	3.89%	\$12,909,520

The Company's interest rate swap agreements are based upon 30-day LIBOR. The re-pricing and scheduled maturity dates, payment dates, index and the notional amounts of the interest rate swap agreements coincide with those of the underlying mortgage. The interest rate swap agreements are net settled monthly. The Company has designated these derivatives as cash flow hedges and have recorded the fair value on the balance sheet in accordance with ASC 815, Derivatives and Hedging (See Note 14 for information on the determination of fair value). The effective portion of the gain or loss on these hedges will be reported as a component of Accumulated Other Comprehensive Income in our Consolidated Balance Sheets. To the extent that the hedging relationships are not effective or do not qualify as cash flow hedges, the ineffective portion is recorded in interest expense. Hedges that received designated hedge accounting treatment are evaluated for effectiveness at the time that they are designated as well as through the hedging period. As of December 31, 2013, the Company has determined that these interest rate swap agreements are highly effective as cash flow hedges. As a result, the fair value of these derivatives of \$(39,840) and \$(377,795) as of December 31, 2013 and 2012, respectively, was recorded as a component of Accumulated Other Comprehensive Income, with the corresponding liability included in Accrued Liabilities and Deposits.



### Revenue Recognition

The Company derives its income primarily from the rental of manufactured home sites. The Company also owns approximately 1,720 rental units which are rented to residents. Rental and related income is recognized on the accrual basis over the term of the lease, which is typically one year or less.

Sale of manufactured homes is recognized on the full accrual basis when certain criteria are met. These criteria include the following: (a) initial and continuing payment by the buyer must be adequate; (b) the receivable, if any, is not subject to future subordination; (c) the benefits and risks of ownership are substantially transferred to the buyer; and (d) the Company does not have a substantial continued involvement with the home after the sale. Alternatively, when the foregoing criteria are not met, the Company recognizes gains by the installment method. Interest income on loans receivable is not accrued when, in the opinion of management, the collection of such interest appears doubtful.

### Net Income (Loss) Per Share

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding during the period (18,724,321, 16,197,339 and 14,506,679 in 2013, 2012 and 2011, respectively). Diluted net income (loss) per share is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding plus the weighted-average number of net shares that would be issued upon exercise of stock options pursuant to the treasury stock method (18,789,662, 16,260,225 and 14,562,018 in 2013, 2012 and 2011, respectively) (See Note 6). Options in the amount of 65,341, 62,886 and 55,339 for 2013, 2012 and 2011, respectively, are included in the diluted weighted average shares outstanding. As of December 31, 2013, 2012 and 2011, options to purchase 502,000, 586,000 and 547,000 shares, respectively, were antidilutive.

### Stock Compensation Plan

The Company accounts for awards of stock options and restricted stock in accordance with ASC 718-10, Compensation-Stock Compensation. ASC 718-10 requires that compensation cost for all stock awards be calculated and amortized over the service period (generally equal to the vesting period). The compensation cost for stock option grants is determined using option pricing models, intended to estimate the fair value of the awards at the grant date less estimated forfeitures. The compensation expense for restricted stock is recognized based on the fair value of the restricted stock awards less estimated forfeitures. The fair value of restricted stock awards is equal to the fair value of the Company's stock on the grant date. Compensation costs, which is included in General and Administrative Expenses, of \$850,349, \$573,244 and \$295,042 have been recognized in 2013, 2012 and 2011, respectively. During 2013, compensation costs included a one-time charge of \$142,000 for a stock option grant awarded to one participant who is of retirement age and therefore the entire amount of measured compensation cost has been recognized at grant date. During 2012, compensation costs included a one-time charge of \$123,490 for restricted stock grants awarded to one participant who is of retirement age and therefore the entire amount of measured compensation cost has been recognized at grant date. Included in Note 6 to these consolidated financial statements are the assumptions and

methodology used to calculate the fair value of stock options and restricted stock awards.

Income Tax

The Company has elected to be taxed as a REIT under the applicable provisions of Sections 856 to 860 of the Internal Revenue Code. Under such provisions, the Company will not be taxed on that portion of its income which is distributed to shareholders, provided it distributes at least 90% of its taxable income, has at least 75% of its assets in real estate investments and meets certain other requirements for qualification as a REIT. The Company is subject to franchise taxes in some of the states in which the Company owns property.

The Company follows the provisions of ASC Topic 740, Income Taxes, that, among other things, defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Based on its evaluation, the Company determined that it has no uncertain tax positions and no unrecognized tax benefits as of December 31, 2013. The Company records interest and penalties relating to unrecognized tax benefits, if any, as interest expense. As of December 31, 2013, the tax years 2009 through and including 2013 remain open to examination by the Internal Revenue Service. There are currently no federal tax examinations in progress.

Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net income and other comprehensive income (loss). Other comprehensive income (loss) consists of the change in unrealized gains or losses on securities available for sale and the change in the fair value of derivatives.

Reclassifications

Certain amounts in the consolidated financial statements for the prior years have been reclassified to conform to the financial statement presentation for the current year.

Recent Accounting Pronouncements

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. This ASU is effective prospectively, for annual and interim periods, beginning on or after December 15, 2012. The adoption of ASU 2013-02 did not have a material impact on our financial position, results of operations or cash flows.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

NOTE 3 INVESTMENT PROPERTY AND EQUIPMENT

Acquisitions in 2013

On March 1, 2013, the Company acquired 10 manufactured home communities for \$67,500,000. These 10 all-age communities total 1,854 sites and are situated on approximately 400 acres. There are five communities located in Indiana, four communities located in Pennsylvania, and one community located in Michigan. The average occupancy for these communities at closing was approximately 85%. The Company obtained a \$53,760,000 mortgage loan from JP Morgan Chase Bank, N.A. and paid the balance with cash on hand. The Company also included 3 additional communities in this mortgage. Interest on the mortgage loan is fixed at 4.06%. This mortgage loan matures on March 1, 2023.

On April 2, 2013, the Company acquired Holiday Mobile Village, a 274-site manufactured home community situated on approximately 68 acres, located in Nashville, Tennessee, for a purchase price of \$7,250,000. The occupancy for this community at closing was approximately 82%. The Company used its Unsecured Revolving Credit Facility with BMO to finance this acquisition.

On October 1, 2013, the Company acquired Rolling Hills Estates, a 91-site manufactured home community situated on approximately 32 acres, located in Carlisle, Pennsylvania, for a purchase price of \$1,720,000. The occupancy for this community at closing was approximately 91%.

On November 6, 2013, the Company acquired five manufactured home communities for an aggregate purchase price of \$11,800,000. These five all-age communities contain a total of 519 developed home sites that are situated on approximately 200 total acres. This portfolio consists of Melrose Village, Melrose West, Little Chippewa, and Auburn Estates located in Ohio and Youngstown Estates located in New York. The average occupancy for these communities is approximately 82%. The Company assumed a \$7,700,000 mortgage loan. This mortgage is at a fixed interest rate of 4.75% and matures on December 6, 2022.

Acquisitions in 2012

On January 12, 2012, the Company acquired Countryside Estates, a 90-site manufactured home community from an unrelated entity, situated on approximately 64 acres, located in Muncie, Indiana, for a purchase price of \$2,100,000. This community was originally licensed for over 200 sites and is being built in phases. Upon completion, it will ultimately be approximately 205 sites. At acquisition, the occupancy for this community was 79%. The Company used proceeds from the preferred stock offering to finance this acquisition.

On July 26, 2012, the Company acquired Meadowood, a 123-site manufactured home community from an unrelated entity, situated on approximately 20 acres, located in New Middletown, Ohio, for a purchase price of \$3,400,000. At acquisition, the occupancy for this community was 88%. The Company used proceeds from the preferred stock offering to finance this acquisition.

On August 1, 2012, the Company completed the acquisition of eleven manufactured home communities from ARCPA Properties LLC and ARCML06 LLC, both unrelated entities of the Company, for an aggregate purchase price of \$28,250,000. These communities total 968 sites on 200 acres, ten in Pennsylvania and one in New York. The communities are Carsons, Chambersburg I & II, Chelsea, Collingwood, Crestview, Frieden Manor, Green Acres, Monroe Valley, Mountaintop, Valley View Ephrata I and Valley View Ephrata II. The average occupancy for these communities is approximately 92%. The Company obtained a \$13,980,000 mortgage on the eleven property transaction from Sun National Bank, borrowed \$6,200,000 on its margin line, and paid the remaining amount in cash.

On September 12, 2012, the Company acquired two manufactured home communities, Colonial Heights and Southern Terrace from an unrelated entity, both located in Ohio for a total purchase price of \$5,900,000. These two communities total 280 sites situated on approximately 62 acres. At acquisition, the average occupancy for these communities was approximately 89%. The Company used proceeds from the preferred stock offering to finance this acquisition.

On December 3, 2012, the Company acquired Twin Oaks from an unrelated entity, a 141-site manufactured home community situated on approximately 21 acres, located in Olmsted Falls, Ohio, for a purchase price of \$4,350,000. At acquisition, the occupancy for this community was 89%. The Company assumed a \$2,774,660 mortgage from Fannie Mae. This mortgage is at a fixed interest rate of 5.75% and matures on December 1, 2019.

On December 19, 2012, the Company acquired Olmsted Falls from an unrelated entity, a 125-site manufactured home community situated on approximately 14 acres, located in Olmsted Falls, Ohio, for a purchase price of \$3,600,000. At acquisition, the occupancy for this community was 96%. The Company used proceeds from the preferred stock offering to finance this acquisition.

See Note 17 for the Unaudited Pro Forma Financial Information relating to these acquisitions.

Other

Many oil and gas companies compete for the opportunity to drill for oil and gas. Successful bidders pay an upfront purchase price ( bonus payment ). On May 23, 2012, the Company received a bonus payment of \$499,471 at one of its communities, which has been recorded as Other Income. This amount is not refundable and has been earned since the Company has no further obligation relating to it. In addition to this upfront bonus payment, the Company entered into an agreement ( Lease ) whereby the oil and gas company may remove the oil and gas from the property, provided that it pays the Company a 20% fee ( royalty ) based on the amount of the oil and gas removed. The Company has not earned any royalty fees to date. The initial term of the Lease is for five years, with an option to extend for an additional five years under the same terms and conditions as contained in the original lease.

Accumulated Depreciation

The following is a summary of accumulated depreciation by major classes of assets:

	December 31, 2013	December 31, 2012
Site and Land Improvements	\$ 64,292,239	\$ 56,262,656
Buildings and Improvements	3,036,082	2,685,623
Rental Homes and Accessories	9,107,422	6,710,323
Equipment and Vehicles	8,219,274	7,611,655
Total Accumulated Depreciation	\$ 84,655,017	\$ 73,270,257

NOTE 4 SECURITIES AVAILABLE FOR SALE

The Company's securities available for sale consist of common and preferred stock of other REITs. The Company does not own more than 10% of the outstanding shares of any of these securities, nor does it have controlling financial interest.

As of December 31, 2013 and 2012, the Company's securities are all classified as available-for-sale. See Note 14 for Fair Value Measurements.

The following is a listing of securities available for sale at December 31, 2013:

	<u>Series</u>	<u>Interest Rate</u>	<u>Number Of Shares</u>	<u>Cost</u>	<u>Market Value</u>
<b>Equity Securities:</b>					
<b>Preferred Stock:</b>					
Alexandria Real Estate	E	6.450%	2,000	\$ 45,425	\$ 42,400
American Land Lease, Inc.	A	7.750%	31,200	275,297	756,600
Ashford Hospitality Trust	A	8.550%	10,000	251,205	252,490
Campus Crest Communities	A	8.000%	30,000	751,222	741,000
CBL & Associates Properties	D	7.375%	2,000	50,269	47,500
CBL & Associates Properties	E	6.625%	65,000	1,543,385	1,381,900
Cedar Realty Trust Inc.	B	7.250%	47,355	1,127,208	1,089,157
Chesapeake Lodging	A	7.750%	20,000	500,000	491,800
Commonwealth Real Estate Trust	D	6.500%	74,000	1,660,828	1,517,740
Corporate Office Properties Trust	L	7.375%	26,000	650,330	612,040
Cubesmart	A	7.750%	2,000	52,153	50,300

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Digital Realty Trust Inc.	E	7.000%	4,000	100,000	86,840
Digital Realty Trust Inc.	F	6.625%	2,000	44,870	41,160
Dupont Fabros Technology, Inc.	A	7.875%	26,412	657,703	632,303
Dupont Fabros Technology, Inc.	B	7.625%	20,000	500,000	455,400
EPR Properties	F	6.625%	20,000	472,680	423,800
Equity Lifestyle Properties	C	6.750%	2,000	46,885	46,200
General Growth Properties	A	6.375%	10,000	250,000	201,500
Glimcher Realty	I	6.875%	39,738	964,267	858,341
Istar Financial, Inc.	D	8.000%	26,600	636,609	635,447
Istar Financial, Inc.	E	7.875%	38,342	851,903	896,819
Istar Financial, Inc.	I	7.500%	59,600	1,325,647	1,363,648
Kilroy Realty Corp.	G	6.875%	34,948	844,770	766,410
Kilroy Realty Corp.	H	6.380%	10,000	235,486	205,700
Kimco Realty	I	6.000%	2,000	43,026	41,740
Kite Realty Group Trust	A	8.250%	50,000	1,227,138	1,262,500
Lasalle Hotel Properties	H	7.500%	40,000	982,589	986,000
Lasalle Hotel Properties	I	6.375%	6,000	124,984	121,080
Lexington Realty Trust	C	6.500%	6,000	247,860	264,900

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	<u>Series</u>	<u>Interest Rate</u>	<u>Number Of Shares</u>	<u>Cost</u>	<u>Market Value</u>
Pebblebrook Hotel	C	6.500%	19,000	\$ 400,742	\$ 387,062
Pennsylvania Real Estate Trust	A	8.250%	94,000	2,350,885	2,364,852
Pennsylvania Real Estate Trust	B	7.375%	40,000	1,000,000	949,200
Retail Properties of America	A	7.000%	20,000	481,949	421,600
SL Green Realty Corp.	I	6.500%	20,000	460,169	426,200
Stag Industrial, Inc.	A	9.000%	9,000	224,885	239,040
Stag Industrial, Inc.	B	6.625%	20,100	470,007	418,683
Summit Hotel Properties, Inc	B	7.875%	20,000	500,000	477,002
Sun Communities, Inc.	A	7.125%	45,000	1,117,377	1,059,750
Taubman Centers	K	6.250%	11,000	228,009	218,932
Terreno Realty Corp.	A	7.750%	20,300	507,791	497,350
Urstadt Biddle Properties, Inc.	F	7.125%	30,421	756,305	700,596
Vornado Realty Trust	D	7.875%	4,000	96,114	103,960
<b>Total Preferred Stock</b>				\$ 25,057,972	\$ 24,536,942
<b>Common Stock:</b>					
Getty Realty Corp.			100,000	\$ 1,886,332	\$1,837,000
Gladstone Commercial Corp.			60,000	1,031,950	1,078,200
Government Properties Income Trust			110,000	2,664,307	2,733,500
Mack-Cali Realty Group			75,000	1,824,903	1,611,000
Monmouth Real Estate Investment Corp. (1)			1,875,147	15,491,475	17,045,082
Nobility Homes			20,000	158,200	180,200
Parkway Properties, Inc.			10,000	134,799	192,900
Select Income Real Estate Investment Trust			340,973	8,976,023	9,117,618
Urstadt Biddle Properties, Inc.			50,000	912,243	922,500
<b>Total Common Stock</b>				33,080,232	34,718,000
<b>Total Securities Available for Sale</b>				\$ 58,138,204	\$ 59,254,942

(1) Related entity See Note 8.



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The following is a listing of securities available for sale at December 31, 2012:

	<u>Series</u>	<u>Interest Rate</u>	<u>Number Of Shares</u>	<u>Cost</u>	<u>Market Value</u>
<b>Equity Securities:</b>					
<b>Preferred Stock:</b>					
American Land Lease, Inc.	A	7.750%	46,200	\$ 397,547	\$ 1,113,420
Ashford Hospitality Trust	E	9.000%	21,600	540,021	578,880
Ashford Hospitality Trust	A	8.550%	10,000	251,205	252,500
Campus Crest	A	8.000%	10,000	250,000	259,200
CapLease Inc.	A	8.125%	14,000	293,473	350,700
CapLease Inc.	B	8.375%	48,000	1,200,752	1,257,120
CBL & Associates Properties	D	7.375%	3,000	68,126	75,150
Cedar Realty Trust Inc.	A	8.875%	2,268	56,976	57,403
Cedar Realty Trust Inc.	B	7.250%	20,370	483,594	498,054
Chesapeake Lodging	A	7.750%	20,000	500,000	529,000
Corporate Office Properties Trust	L	7.375%	20,000	502,800	502,800
Cousins Properties	B	7.500%	3,500	82,146	87,570
Digital Realty Trust Inc.	E	7.000%	4,000	100,000	106,680
Dupont Fabros Technology, Inc.	A	7.875%	26,412	657,703	703,877
Dupont Fabros Technology, Inc.	B	7.625%	20,000	500,000	531,380
EPR Properties	F	6.625%	10,000	250,000	246,000
Commonwealth REIT	D	6.500%	35,000	431,643	807,800
Istar Financial, Inc.	I	7.500%	10,500	190,597	228,375
Istar Financial, Inc.	D	8.000%	1,500	30,756	33,495
Istar Financial, Inc.	E	7.875%	11,000	203,221	243,430
Kilroy Realty Corp	G	6.875%	20,000	500,000	518,200
Kite Realty Group Trust	A	8.250%	62,000	1,527,328	1,590,300
Lasalle Hotel Properties	H	7.500%	32,000	784,172	824,000
Lexington Realty Trust	C	6.500%	6,000	247,860	284,701
Lexington Realty Trust	D	7.750%	1,500	36,329	37,650
MPG Office Trust, Inc.	A	7.625%	12,000	13,560	253,200
Parkway Properties, Inc.	D	8.000%	13,400	331,241	335,243
Pennsylvania Real Estate Trust	A	8.250%	94,000	2,350,885	2,470,320
Pennsylvania Real Estate Trust	B	7.375%	40,000	1,000,000	1,010,940
Retail Properties of America	A	7.000%	10,000	250,000	246,500
Stag Industrial, Inc.	A	9.000%	9,000	224,885	242,595
Summit Hotel Properties, Inc	B	7.875%	20,000	500,000	506,200
Sun Communities, Inc.	A	7.125%	20,000	500,000	501,998
Terreno Realty Corp.	A	7.750%	20,000	500,000	518,600
Urstadt Biddle Properties, Inc.	F	7.125%	15,000	375,000	389,370
Vornado Realty Trust	D	7.875%	4,000	96,112	108,319
<b>Total Preferred Stock</b>				\$ 16,227,932	\$ 18,300,970
<b>Common Stock:</b>					
Getty Realty Corp.			135,700	\$ 2,833,601	\$2,450,742
Gladstone Commercial Corp.			80,500	1,404,133	1,444,975
Government Properties Income Trust			30,000	681,529	719,100
Commonwealth REIT			300,000	5,523,942	4,752,000
Mack-Cali Realty Group			40,000	1,103,392	1,044,400

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Medical Properties Trust Inc	67,000	630,427	801,320
Monmouth Real Estate Investment Corp. (1)	1,767,147	14,521,198	18,307,641
Nobility Homes	20,000	158,200	98,000
Omega Healthcare REIT Investors	45,000	746,936	1,073,250
One Liberty Properties, Inc.	30,000	446,025	608,700

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	<u>Interest</u>	<u>Number</u>		<u>Market</u>
	<u>Series</u>	<u>Rate</u>	<u>Of Shares</u>	<u>Value</u>
				<u>Cost</u>
Parkway Properties, Inc.			10,000	134,799
Pennsylvania Real Estate Investment Trust			140,000	\$ 1,460,129
Select Income Real Estate Investment Trust			132,387	3,204,612
Senior Housing Properties Trust			60,000	1,291,280
Urstadt Biddle Properties, Inc.			21,200	343,350
				\$
<b>Total Common Stock</b>				34,483,553
				\$ 39,024,470
<b>Total Securities Available for Sale</b>				\$ 50,711,485
				\$ 57,325,440

(1) Related entity See Note 8.

As of December 31, 2013, the Company had 34 securities that had unrealized losses. The Company considers many factors in determining whether a security is other than temporarily impaired, including the nature of the security and the cause, severity and duration of the impairment. The following is a summary of temporarily impaired securities at December 31, 2013:

	Less Than 12 Months		12 Months or Longer	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Preferred Stock	\$16,046,133	(\$1,178,316)	\$ -0-	\$ -0-
Common Stock	3,448,000	(263,235)	-0-	-0-
Total	\$19,494,133	(\$1,441,551)	\$-0-	\$ -0-

The following is a summary of the range of the losses:

Number of Individual Securities	Fair Value	Unrealized Loss	Range of Loss
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27	\$15,690,469	(\$918,603)Less than or equal to 10%
7	3,803,664	(522,948)Less than or equal to 20%
34	\$19,494,133	(\$1,441,551)

The Company has determined that these securities are temporarily impaired as of December 31, 2013. The Company normally holds REIT securities long term and has the ability and intent to hold securities to recovery. The Company had total net unrealized gains on its securities portfolio of \$1,116,738 as of December 31, 2013.

During the years ended December 31, 2013, 2012 and 2011, the Company received proceeds of \$18,981,468, \$16,159,894 and \$5,263,695, on sales or redemptions of securities available for sale, respectively. The Company recorded the following Gain (Loss) on Sale of Securities Transactions, net:

	2013	2012	2011
Gross realized gains	\$4,284,934	\$4,092,585	\$2,692,649
Gross realized losses	(229,122)	-0-	-0-
Impairment loss	-0-	-0-	-0-
Total Gains realized on Sale of Securities Transactions, net	\$4,055,812	\$4,092,585	\$2,692,649

As of December 31, 2013, 2012 and 2011, the securities portfolio had net unrealized holding gains of \$1,116,738, \$6,613,956 and \$2,461,305, respectively.

The Company had margin loan balances of \$18,574,228 and \$-0- at December 31, 2013 and 2012, respectively, which were collateralized by the Company's securities portfolio.

#### NOTE 5 LOANS AND MORTGAGES PAYABLE

##### Loans Payable

The Company may purchase securities on margin. The interest rates charged on the margin loans at December 31, 2013 and 2012 was 2%. These margin loans are due on demand. At December 31, 2013 and 2012, respectively, the margin loans amounted to \$18,574,228 and \$-0-, respectively, and are collateralized by the Company's securities portfolio. The Company must maintain a coverage ratio of approximately 2 times.

The Company has revolving credit agreements totaling \$13,500,000 with GE Commercial Distribution Finance Corporation (GE), Customers Bank, Northpoint Commercial Finance and 21<sup>st</sup> Mortgage Corporation to finance inventory purchases. Interest rates on these agreements range from prime with a minimum of 6% to prime plus 2% with a minimum of 8% after 18 months. As of December 31, 2013 and 2012, the total amount outstanding on these lines was \$5,624,569 and \$5,521,406, respectively.

The Company has a revolving line of credit with Sun National Bank secured by the Company's eligible notes receivables. The maximum availability on this line is \$10,000,000. Interest was at the prime rate through April 1, 2011. This revolving line of credit had a maturity date of April 1, 2011 but was modified and extended during 2011. The interest rate was modified from prime to LIBOR plus 350 basis points. Advances were increased from 50% of eligible notes receivables secured by manufactured home loans to 60%. As of December 31, 2013 and 2012, the amount outstanding on this revolving line of credit was \$4,920,199. As of December 31, 2013 and 2012, the interest rates were 3.67% and 3.73%, respectively. This revolving line of credit expires on June 30, 2014.

#### Unsecured Lines of Credit

On March 29, 2013, the Company entered into a new \$35 million Unsecured Revolving Credit Facility with Bank of Montreal ( Credit Facility ). The Company has the ability to increase the borrowing capacity by an amount not to exceed \$15 million, representing a maximum aggregate borrowing capacity of \$50 million, subject to various conditions, as defined in the agreement. The maturity date of the Credit Facility is March 29, 2016 with a one year extension available at the Company s option. Borrowings under the Credit Facility can be used for, among other things, acquisitions, working capital, capital expenditures, and repayment of other indebtedness. Borrowings will bear interest at the Company s option of LIBOR plus 2.00% to 2.75% or BMO s prime lending rate plus 1.00% to 1.75%, based on the Company s overall leverage. Based on the current leverage ratio, interest on this borrowing is at LIBOR plus 225 basis points which was 2.42% as of December 31, 2013. The Company incurs a fee on the unused commitment amount of up to 0.35% per annum. The Credit Facility replaces the Company s former \$5.0 million unsecured line of credit, which was at an interest rate of LIBOR plus 375 basis points. As of December 31, 2013, the amount outstanding on the Credit Facility was \$20,000,000. There were no amounts outstanding as of December 31, 2012 or 2011 on the Company s previous unsecured line of credit.



Mortgages Payable

The following is a summary of mortgages payable:

Property	<u>At December 31, 2013</u>		<u>Balance at December 31,</u>	
	Due Date	Interest Rate	2013	2012
Allentown and Clinton Mobile Home Resort	02/01/17	LIBOR + 3.25%	\$10,799,401	\$11,112,757
Cedarcrest	04/01/21	5.125%	9,124,838	9,275,010
Cranberry Village	12/01/18	6.8%	-0-	2,894,029
D & R Village and Waterfalls Village	02/27/15	LIBOR + 2.25%	7,089,610	7,376,497
Fairview Manor	02/01/17	5.785%	10,345,239	10,539,333
Forest Park Village	12/01/18	6.8%	-0-	2,894,029
Heather Highlands	08/28/18	Prime + 1.0%	1,288,149	1,573,968
Highland Estates	09/01/17	6.175%	9,578,574	9,738,702
Oxford Village	01/01/20	5.94%	7,527,426	7,694,260
Somerset Estates and Whispering Pines	02/26/19	4.89%	891,382	1,044,107
Southwind Village	01/01/20	5.94%	6,012,690	6,145,953
Suburban Estates and Sunny Acres	06/01/18	4.0%	6,711,306	6,968,277
Twin Oaks	12/01/19	5.75%	2,702,771	2,764,752
Various (5 properties)	01/01/22	4.25%	14,964,116	15,236,831
Various (5 properties)	12/06/22	4.75%	7,675,595	-0-
Various (11 properties)	08/01/17	LIBOR + 3.0%	12,909,520	13,612,847
Various (13 properties)	03/01/23	4.065%	53,019,327	-0-
Total Mortgages Payable			\$160,639,944	\$108,871,352

At December 31, 2013 and 2012, mortgages were collateralized by real property with a carrying value of \$235,685,401 and \$143,383,848, respectively, before accumulated depreciation and amortization. Interest costs amounting to \$247,186, \$269,891 and \$294,150 were capitalized during 2013, 2012 and 2011, respectively, in connection with the Company's expansion program.

Recent Transactions2013

On February 27, 2013, the Company had one mortgage loan due for D&R Village and Waterfalls Village with a balance of approximately \$7,400,000. Under the terms of the loan agreement, this loan may be extended for an additional two years. Management has extended this loan to February 27, 2015. Interest during the extension period is at LIBOR plus 225 basis points which was 2.41% as of December 31, 2013.

On March 1, 2013, the Company obtained a \$53,760,000 mortgage loan from JP Morgan Chase Bank, N.A. on its 10 community acquisition. The Company also included 3 additional communities in this mortgage. Interest on the mortgage loan is fixed at 4.065%. This mortgage loan matures on March 1, 2023.

On April 3, 2013, the Company repaid its mortgages on Cranberry Village and Forest Park Village for a total amount of approximately \$5,700,000. The interest rate on these mortgages was 6.8%.

In June 2013, the Company modified its mortgage on Sunny Acres and Suburban Estates. The interest rate was reduced from a fixed rate of 6.5% to a fixed rate of 4.0%. The maturity date was accelerated from June 1, 2020 to June 1, 2018.

On November 6, 2013, the Company assumed a \$7,700,000 mortgage on the acquisition of five manufactured home communities. This mortgage is at a fixed interest rate of 4.75% and matures on December 6, 2022.

2012

On February 2, 2012, the Company obtained an \$11,400,000 mortgage on Allentown and Clinton Mobile Home Resort from Bank of America, N.A. This mortgage is at a variable rate of LIBOR plus 3.25% and matures on

February 1, 2017. The Company may extend this mortgage for an additional two years. To eliminate the variability of the interest expense, the Company simultaneously entered into an interest rate swap agreement having identical terms to the mortgage, resulting in a net fixed interest rate on the mortgage of 4.39%.

On February 28, 2012, the Company repaid its 7.36% mortgage on Port Royal Village in the amount of approximately \$4,700,000.

On July 2, 2012, the Company repaid its mortgage on Sandy Valley Estates in the amount of approximately \$1,900,000.

On August 1, 2012, the Company obtained a \$13,980,000 mortgage from Sun National Bank on the eleven community acquisition. This mortgage is at a variable rate of LIBOR plus 3.00% and matures on August 1, 2017. First Niagara Bank participated in this mortgage. To eliminate the variability of the interest expense, the Company subsequently entered into an interest rate swap agreement having identical terms to the mortgage, resulting in a net fixed interest rate on the mortgage of 3.89%.

On October 11, 2012, the Company modified and extended its \$5,000,000 unsecured line of credit with Bank of America. The interest rate was modified from LIBOR plus 400 basis points to LIBOR plus 375 basis points. This line of credit expires on August 31, 2013.

On December 3, 2012, the Company assumed a \$2,774,660 mortgage on Twin Oaks from Fannie Mae. This mortgage is at a fixed interest rate of 5.75% and matures on December 1, 2019.

The aggregate principal payments of all mortgages payable are scheduled as follows:

Year Ended December 31,	
2014	\$ 4,434,099
2015	11,089,066
2016	4,429,688
2017	42,382,196
2018	7,530,449
Thereafter	90,774,446
Total	\$160,639,944

NOTE 6 STOCK COMPENSATION PLAN

On August 14, 2003, the shareholders approved and ratified the Company's 2003 Stock Option Plan (the 2003 Plan) authorizing the grant to officers and key employees of options to purchase up to 1,500,000 shares of common stock.

On June 7, 2010, the shareholders approved and ratified an amendment and restatement of the Plan. The amendment and restatement made two substantive changes: (1) the inclusion of Directors as participants in the Plan, and (2) the ability to grant restricted stock to Directors, officers and key employees. The amendment and restatement also made other conforming, technical and other non-substantive changes. There was no change to the total number of shares subject to grant under the Plan. The amendment and restatement also makes certain modifications and clarifications, including concerning administration and compliance with applicable tax rules, such as Section 162(m) of the Internal Revenue Code.

On June 13, 2013, the shareholders approved and ratified the Company's 2013 Stock Option and Stock Award Plan (the 2013 Plan) authorizing the grant to officers and key employees of options to purchase up to 3,000,000 shares of common stock. All options are exercisable one year from the date of grant. The option price shall not be below the fair market value at date of grant. If options granted under the Plan expire or terminate for any reason without having been exercised in full, the shares subject to, but not delivered under, such options shall become available for additional option grants under the Plan. This Plan replaced the Company's 2003 Stock Option and Award Plan, as amended, which, pursuant to its terms, terminated in 2013. The outstanding options under the 2003 Stock Option and Award Plan, as amended, remain outstanding until exercised, forfeited or expired.

The Compensation Committee determines the recipients of restricted stock awards; the number of restricted shares to be awarded; the length of the restricted period of the award; the restrictions applicable to the award including, without limitation, the employment or retirement status of the participant; rules governing forfeiture and

restrictions applicable to any sale, assignment, transfer, pledge or other encumbrance of the restricted stock during the restricted period; and the eligibility to share in dividends and other distributions paid to the Company's stockholders during the restricted period. The maximum number of shares underlying restricted stock awards that may be granted in any one fiscal year to a participant shall be 100,000 shares.

Unless otherwise provided for in an underlying restricted stock award agreement, if a participant's status as an employee or director of the Company is terminated by reason of death or disability, the restrictions will lapse on such date. Unless otherwise provided for in an underlying restricted stock award agreement, the Plan provides that if an individual's status as an employee or director is terminated by reason of retirement following an involuntary termination (other than for cause as defined in the 2013 Plan), the restrictions will generally lapse, unless the restricted stock award is intended to constitute performance based compensation for purposes of Section 162(m) of the Internal Revenue Code. If a participant's status as an employee or director terminates for any other reason, the Plan provides that a participant will generally forfeit any outstanding restricted stock awards, unless otherwise indicated in the applicable award agreement. Shares of restricted stock that are forfeited become available again for issuance under the 2013 Plan. The Compensation Committee has the authority to accelerate the time at which the restrictions may lapse whenever it considers that such action is in the best interests of the Company and of its stockholders, whether by reason of changes in tax laws, a change in control as defined in the 2013 Plan or otherwise.

The Company accounts for stock options in accordance with ASC 718-10, Compensation-Stock Compensation. ASC 718-10 requires that compensation cost for all stock awards be calculated and amortized over the service period (generally equal to the vesting period). For the years ended December 31, 2013, 2012 and 2011, amounts charged to stock compensation expense for stock option expense, which is included in General and Administrative Expenses, totaled \$411,017, \$69,253 and \$74,338, respectively.

### Stock Options

During the year ended December 31, 2013, twenty-four employees were granted options to purchase a total of 392,000 shares. During the year ended December 31, 2012, fifteen employees were granted options to purchase a total of 94,000 shares. During the year ended December 31, 2011, twelve employees were granted options to purchase a total of 80,000 shares. The fair value of these options for the years ended December 31, 2013, 2012 and 2011 was approximately \$556,000, \$87,000 and \$81,000, respectively, based on assumptions noted below and is being amortized over the 1-year vesting period. The remaining unamortized stock option expense was \$202,437 as of December 31, 2013, and that amount will be expensed in 2014.

The Company calculates the fair value of each option grant on the grant date using the Black-Scholes option-pricing model which requires the Company to provide certain inputs, as follows:

The assumed dividend yield is based on the Company's expectation of an annual dividend rate for regular dividends over the estimated life of the option.

Expected volatility is based on the historical volatility of the Company's stock over a period relevant to the related stock option grant.

The risk-free interest rate utilized is the interest rate on U.S. Government Bonds and Notes having the same life as the estimated life of the Company's option awards.

Expected life of the options granted is estimated based on historical data reflecting actual hold periods.

Estimated forfeiture is based on historical data reflecting actual forfeitures.

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The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants in the following years:

	2013	2012	2011
Dividend yield	6.67%	7.08%	7.00%
Expected volatility	32.37%	26.19%	24.81%
Risk-free interest rate	1.96%	1.11%	2.46%
Expected lives	8	8	8
Estimated forfeitures	-0-	-0-	-0-

During the year ended December 31, 2013, no options were exercised. During the year ended December 31, 2012, options to one employee to purchase a total of 4,000 shares were exercised. During the year ended December 31, 2011, options to one employee to purchase a total of 10,000 shares were exercised. During the year ended December 31, 2013, options to ten employees to purchase a total of 84,000 shares expired. During the year ended December 31, 2012, options to eight employees to purchase a total of 55,000 shares expired. During the year ended December 31, 2011, options to eight employees to purchase a total of 51,000 shares expired.

A summary of the status of the Company's stock option plans as of December 31, 2013, 2012 and 2011 and changes during the years then ended are as follows:

	2013		2012		2011	
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding at						
beginning of year	785,000	\$11.71	750,000	\$12.03	731,000	\$12.33
Granted	392,000	10.08	94,000	11.29	80,000	11.16
Exercised	-0-	-0-	(4,000)	7.56	(10,000)	7.56
Expired	<u>(84,000)</u>	15.51	<u>(55,000)</u>	15.58	<u>(51,000)</u>	15.94
Outstanding at end of						
year	<u>1,093,000</u>	10.86	<u>785,000</u>	11.71	<u>750,000</u>	12.03
Options exercisable at						
end of year	<u>701,000</u>		<u>691,000</u>		<u>670,000</u>	
Weighted-average fair						
value of options						
granted during the		\$1.42		\$0.92		\$1.01
year						





The following is a summary of stock options outstanding as of December 31, 2013:

<b>Date of Grant</b>	<b>Number of Employees</b>	<b>Number of Shares</b>	<b>Option Price</b>	<b>Expiration Date</b>
01/09/06	1	44,200	15.62	01/09/14
01/09/06	1	5,800	17.21	01/09/14
07/21/06	9	34,000	15.15	07/21/14
01/03/07	1	44,200	15.51	01/03/15
01/03/07	1	5,800	17.06	01/03/15
07/16/07	12	51,000	14.21	07/16/15
09/20/07	2	7,000	13.19	09/20/15
01/08/08	1	42,300	11.79	01/08/16
01/08/08	1	7,700	12.97	01/08/16
09/25/08	12	43,000	7.55	09/25/16
01/07/09	1	14,000	7.12	01/07/17
01/07/09	1	61,000	6.47	01/07/17
03/03/09	1	3,000	5.42	03/03/17
06/22/09	13	53,000	7.57	06/22/17
01/08/10	1	10,900	9.13	01/08/18
01/08/10	1	14,100	8.30	01/08/18
07/27/10	12	80,000	11.40	07/27/18
08/11/10	1	6,000	11.23	08/11/18
07/05/11	12	80,000	11.16	07/05/19
08/29/12	15	94,000	11.29	08/29/20
02/28/13	1	10,000*	10.02	02/28/21
06/26/13	24	382,000*	10.08	06/26/21

1,093,000

\* Unexercisable

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's common stock for the options that were in-the-money. The aggregate intrinsic value of options outstanding as of December 31, 2013, 2012 and 2011 was \$421,563, \$602,653 and \$406,673, respectively, of which \$421,563, \$602,653 and \$406,673 relate to options exercisable. The intrinsic value of options exercised in 2013, 2012 and 2011 was \$-0-, \$18,000 and \$28,200, respectively, determined as of the date of option exercise. The weighted-average remaining contractual term of the above options was 4.8, 3.9 and 4.1 years as of December 31, 2013, 2012 and 2011, respectively.

#### Restricted Stock

During 2013, the Company did not award any restricted stock grants. During 2012 and 2011, the Company awarded restricted stock grants totaling 75,000 shares and 74,000 shares, respectively, to 9 and 10 participants, respectively. The grant date fair value of restricted stock grants awarded to participants during 2012 and 2011 was \$803,700 and \$825,840, respectively. These grants vest over 5 years. As of December 31, 2013, there remained a total of \$1,098,563 of unrecognized restricted stock compensation related to outstanding nonvested restricted stock grants awarded and outstanding at that date. Restricted stock compensation is expected to be expensed over a remaining weighted average period of 2.7 years. For the years ended December 31, 2013, 2012 and 2011, amounts charged to stock compensation expense for restricted stock, which is included in General and Administrative Expenses, totaled \$439,332, \$503,991 and \$220,704, respectively. During 2012, compensation costs included a one-time charge of \$123,490 for restricted stock grants awarded to one participant who is of retirement age and therefore the entire amount of measured compensation cost has been recognized at grant date.

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A summary of the status of the Company's nonvested restricted stock awards as of December 31, 2013, 2012 and 2011, and changes during the year ended December 31, 2013, 2012 and 2011 are presented below:

	2013		2012		2011	
	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value</u>	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value</u>	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value</u>
Nonvested at beginning of year	187,470	\$10.90	130,974	\$11.14	62,299	\$11.44
Granted	-0-	-0-	75,000	10.72	74,000	11.16
Dividend Reinvested Shares	12,992	9.33	11,470	9.90	7,611	8.98
Vested	(48,170)	(10.90)	(29,974)	(11.10)	(12,936)	(11.36)
Forfeited	(-0-)	(-0-)	(-0-)	(-0-)	(-0-)	(-0-)
Nonvested at end of year	152,292	\$10.77	187,470	\$10.90	130,974	\$11.14

As of December 31, 2013, there were 2,618,000 shares available for grant as stock options or restricted stock under the 2013 Plan.

NOTE 7 401(k) PLAN

All full-time employees who are over 21 years old are eligible for the Company's 401(k) Plan (Plan). Under this Plan, an employee may elect to defer his/her compensation (up to a maximum of \$17,500, annually adjusted) and have it contributed to the Plan. Employer contributions to the Plan are at the discretion of the Company. During 2013, 2012 and 2011, the Company made matching contributions to the Plan of up to 100% of the first 3% of employee salary and 50% of the next 2% of employee salary. The total expense relating to the Plan, including matching contributions amounted to \$162,304, \$126,224 and \$118,454 in 2013, 2012 and 2011, respectively.

NOTE 8 RELATED PARTY TRANSACTIONS AND OTHER MATTERS

Transactions with Monmouth Real Estate Investment Corporation

There are six Directors of the Company who are also Directors and shareholders of Monmouth Real Estate Investment Corporation (MREIC). The Company holds common stock of MREIC in its securities portfolio. As of December 31, 2013, the Company owns a total of 1,875,147 shares of MREIC common stock, representing 4.0% of the total shares outstanding at December 31, 2013 (See Note 4).

The Company operates in conjunction with MREIC. Some general and administrative expenses are allocated between the Company and MREIC based on use or services provided, pursuant to a cost sharing arrangement. Allocations of salaries and benefits are made based on the amount of the employees' time dedicated to each company.

Salary, Directors', Management and Legal Fees

The Company has an Employment Agreement with Mr. Eugene W. Landy, Chairman of the Board. Under this agreement, prior to January 1, 2004, Mr. Landy received an annual base compensation of \$150,000 (as amended) plus bonuses and customary fringe benefits, including health insurance, participation in the Company's 401(k) Plan, stock options, five weeks' vacation and use of an automobile. Additionally, there may be bonuses voted by the Board of Directors. The Employment Agreement is terminable by either party at any time subject to certain notice requirements. On severance of employment by the Company, Mr. Landy will receive severance of \$450,000, payable \$150,000 on severance and \$150,000 on the first and second anniversaries of severance. In the event of disability, Mr. Landy's compensation will continue for a period of three years, payable monthly. On retirement, Mr. Landy will receive a pension of \$50,000 a year for ten years, payable in monthly installments. In the event of death, Mr. Landy's designated beneficiary will receive \$450,000, \$100,000 thirty days after death and the balance one year after death. The Employment Agreement automatically renews each year for successive one-year periods. Effective January 1, 2004, this agreement was amended to increase Mr. Landy's annual base compensation to \$175,000. Additionally, Mr. Landy's pension benefit of \$50,000 per year has been extended for an additional three years. On April 14, 2008, the Company executed a Second Amendment to the Employment Agreement with Mr. Landy (the second amendment). The second amendment provides that in the event of a change in control,

Eugene W. Landy shall receive a lump sum payment of \$1,200,000, provided the sale price of the Company is at least \$16 per share of common stock. A change of control shall be defined as the consummation of a reorganization, merger, share exchange, consolidation, or sale or disposition of all or substantially all of the assets of the Company.

This change of control provision shall not apply to any combination between the Company and MREIC. Payment shall be made simultaneously with the closing of the transaction, and only in the event that the transaction closes.

During 2011, Mr. Landy was also awarded an Outstanding Leadership Achievement Award in the amount of \$250,000 per year for three years. During 2013, the Board of Directors extended Mr. Landy's pension benefit for an additional three years, through 2016. Additionally, Mr. Landy received \$37,625, \$29,125 and \$24,000 for the years ended December 31, 2013, 2012, and 2011, respectively, as a Director. The firm of Eugene W. Landy received \$0-, \$0- and \$17,500 during 2013, 2012, and 2011, respectively, as legal fees.

Effective January 1, 2012, the Company and Samuel A. Landy entered into a three-year Employment Agreement under which Mr. Samuel Landy receives an annual base salary of \$378,000 for 2012, \$396,900 for 2013 and \$416,745 for 2014, subject to increases in Funds from Operations (FFO) of 3% per year or 9% over the three-year period. If this increase is not met, the salary increase will be limited to the increase in the consumer price index. Bonuses are based on performance goals relating to FFO, home sales, occupancy and acquisitions, with a maximum of 21% of salary.

Mr. Samuel Landy received a restricted stock grant of 25,000 shares in 2012. In each subsequent calendar year of employment pursuant to the Agreement, restricted stock shall be awarded to Mr. Samuel Landy at the discretion of the Compensation Committee of the Board of Directors. Mr. Samuel Landy will receive customary fringe benefits, four weeks of vacation, reimbursement of reasonable and necessary business expenses and use of an automobile. The Company will reimburse Mr. Samuel Landy for the cost of a disability insurance policy. In the event of a merger, sale or change of voting control of the Company, excluding transactions between the Company and MREIC, Mr. Samuel Landy will have the right to extend and renew this employment agreement so that the expiration date will be three years from the date of merger, sale or change of voting control, or the employee may terminate the employment agreement and be entitled to receive one year's compensation in accordance with the agreement. If there is a termination of employment by the Company for any reason, either involuntary or voluntary, including the death of the employee, the employee shall be entitled to the greater of the salary due under the remaining term of the agreement or one year's compensation at the date of termination, paid monthly over the remaining term or life of the agreement.

Effective January 1, 2012, the Company and Anna T. Chew entered into a new three-year employment agreement, under which Ms. Chew receives an annual base salary of \$287,385 for 2012, \$301,754 for 2013 and \$316,841 for 2014, plus bonuses and customary fringe benefits. Ms. Chew will also receive four weeks of vacation, reimbursement of reasonable and necessary business expenses and use of an automobile. The Company will reimburse Ms. Chew for the cost of a disability insurance policy such that, in the event of the employee's disability for a period of more than 90 days, the employee will receive benefits up to 60% of her then-current salary. In the event of a merger, sale or change of voting control of the Company, excluding transactions between the Company and MREIC, the employee will have the right to extend and renew this employment agreement so that the expiration date will be three years from the date of merger, sale or change of voting control, or the employee may terminate the employment agreement and be entitled to receive one year's compensation in accordance with the agreement. If there is a termination of employment by the Company for any reason, either involuntary or voluntary, including the death of the employee, other than a termination for cause as defined by the agreement, the employee shall be entitled to the greater of the salary due under the remaining term of the agreement or one year's compensation at the date of termination, paid monthly over the remaining term or life of the agreement.

Effective January 1, 2012, the Company and Allison Nagelberg, General Counsel, entered into a three-year employment agreement, under which Ms. Nagelberg receives an annual base salary of \$250,000 for 2012, \$262,500 for 2013 and \$275,625 for 2014, plus bonuses and customary fringe benefits. Ms. Nagelberg will also receive four weeks of vacation, reimbursement of reasonable and necessary business expenses and use of an automobile. Pursuant to this employment agreement, the Company will also pay on behalf of Ms. Nagelberg, all tuition and fees associated with her pursuit of an Executive MBA degree, which was completed in 2012. The Company will reimburse Ms. Nagelberg for the cost of a disability insurance policy such that, in the event of the employee's disability for a period of more than 90 days, the employee will receive benefits up to 60% of her then-current salary. As an alternative to long-term disability, Employee shall have the option to purchase and/or maintain, and be fully reimbursed for, a short-term disability policy on terms to be approved by the Corporation. In the event of a merger, sale or change of voting control of the Company, the employee will have the right to extend and renew this employment agreement so that the expiration date will be three years from the date of merger, sale or change of voting control. If there is a termination of employment by the Company for any reason, either involuntary or

voluntary, including the death of the employee, other than a termination for cause as defined by the agreement, the employee shall be entitled to the greater of the salary due under the remaining term of the agreement or one year's compensation at the date of termination, paid monthly over the remaining term or life of the agreement. Effective January 1, 2014, Ms. Nagelberg's employment contract was cancelled and she was employed exclusively by MREIC.

#### Other Matters

The Company has an employment agreement with a certain executive officer, which in addition to base compensation, bonuses and fringe benefits, provides for specified retirement benefits. The Company has accrued these benefits on a present value basis over the terms of the agreements. Amounts accrued under these agreements were \$600,000 and \$509,259 at December 31, 2013 and 2012, respectively.

The Company leases its corporate offices where the lessor of the property is owned by certain officers and directors of the Company. Approximately 70% of the monthly lease payment is reimbursed by MREIC. On May 1, 2010, the Company renewed this lease for an additional five-year term with monthly lease payments of \$13,600 through April 30, 2013 and \$14,000 through April 30, 2015. The Company is also responsible for its proportionate share of real estate taxes and common area maintenance. Approximately 70% of the monthly lease payment plus its proportionate share of real estate taxes and common area maintenance is reimbursed by MREIC. Management believes that the aforesaid rent is no more than what the Company would pay for comparable space elsewhere.

#### NOTE 9 SHAREHOLDERS EQUITY

##### Common Stock

The Company has a Dividend Reinvestment and Stock Purchase Plan (DRIP), as amended. Under the terms of the DRIP, shareholders who participate may reinvest all or part of their dividends in additional shares of the Company at a discount of approximately 5% from the weighted average purchase price directly from the Company, from authorized but unissued shares of the Company common stock. Shareholders may also purchase additional shares at this discounted price by making optional cash payments monthly. In determining the weighted average purchase price, purchases may be aggregated for both dividend reinvestment and optional cash purchases, or independent calculations may be made, at the discretion of the Company. Optional cash payments must be not less than \$500 per payment nor more than \$1,000 unless a request for waiver has been accepted by the Company.

Amounts received, including dividends reinvested of \$1,861,987, \$1,390,899 and \$1,628,507, respectively, and shares issued in connection with the DRIP for the years ended December 31, 2013, 2012 and 2011 were as follows:

	<b>2013</b>	<b>2012</b>	<b>2011</b>
Amounts Received/Dividends Reinvested	\$35,192,639	\$18,058,038	\$13,938,991
Number of Shares Issued	3,658,010	1,780,043	1,467,214

Preferred Stock

On May 26, 2011, the Company issued 1,338,800 shares of 8.25% Series A Cumulative Redeemable Preferred Stock (Series A Preferred Stock) in a direct placement for net proceeds of \$31,854,328, after underwriting discounts of \$1,054,305 and other expenses, including legal and other professional fees, of \$561,367. MREIC purchased 200,000 shares of Series A Preferred Stock in the offering. Such shares were purchased by MREIC at the same price as other investors in the offering. The annual dividend of \$2.0625 per share or 8.25% of the \$25.00 per share liquidation value are cumulative and payable quarterly in arrears on March 15, June 15, September 15, and December 15.

On April 10, 2012, the Company issued an additional 1,075,000 shares of Series A Cumulative Redeemable Preferred Stock in an underwritten public offering at \$25.292, including accrued dividends of \$0.292, for net proceeds of approximately \$25,700,000, after underwriting discounts of approximately \$847,000 and other expenses, including legal and other professional fees of approximately \$326,000.



On October 31, 2012, the Company issued an additional 1,250,000 shares of Series A Cumulative Redeemable Preferred Stock in a direct placement at \$25.50, including accrued dividends of \$0.344, for net proceeds of approximately \$30,600,000, after underwriting discounts of approximately \$638,000, other expenses, including legal and other professional fees of approximately \$258,000.

The Series A Preferred Stock, par value \$.10, has no maturity and will remain outstanding indefinitely unless redeemed or otherwise repurchased. The Series A Preferred Stock is not redeemable prior to May 26, 2016, except pursuant to provisions relating to preservation of the Company's qualification as a real estate investment trust (REIT) or upon the occurrence of a Delisting Event or a Change of Control, as described below. On and after May 26, 2016, the Series A Preferred Stock will be redeemable at the Company's option for cash, in whole or, from time to time, in part, at a price per share equal to \$25.00, plus all accrued and unpaid dividends (whether or not declared), if any, to, but not including, the redemption date, on each share of Series A Preferred Stock to be redeemed.

A **Delisting Event** occurs when both (i) the Series A Preferred Stock is not listed on the NYSE, the NYSE Amex or the NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, NYSE Amex or NASDAQ and (ii) the Company is not subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, but any shares of Series A Preferred Stock are outstanding.

A **Change of Control** occurs when, after the original issuance of the Series A Preferred Stock, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a "person" under Section 13(d)(3) of the Exchange Act of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of the Company's stock entitling that person to exercise more than 50% of the total voting power of all outstanding shares of the Company's stock entitled to vote generally in the election of directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and following the closing of any transaction referred to above, neither the Company nor the acquiring or surviving entity has a class of common securities (or ADRs representing such securities) listed on the NYSE, the NYSE Amex or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, NYSE Amex or NASDAQ.

Upon the occurrence of a Delisting Event or Change of Control, each holder of the Series A Preferred Stock will have the right to convert all or part of the shares of the Series A Preferred Stock held, unless the Company elects to redeem the Series A Preferred Stock.

Holders of the Series A Preferred Stock generally have no voting rights, except if the Company fails to pay dividends for six or more quarterly periods, whether or not consecutive, or with respect to certain specified events.

Issuer Purchases of Equity Securities

On January 15, 2014, the Board of Directors reaffirmed its Share Repurchase Program (the repurchase program) that authorizes the Company to purchase up to \$10,000,000 in the aggregate of the Company's common stock. The repurchase program was originally created in June 2008 and is intended to be implemented through purchases made from time to time using a variety of methods, which may include open market purchases, privately negotiated transactions or block trades, or by any combination of such methods, in accordance with applicable insider trading and other securities laws and regulations. The size, scope and timing of any purchases will be based on business, market and other conditions and factors, including price, regulatory and contractual requirements or consents, and capital availability. The repurchase program does not require the Company to acquire any particular amount of common stock, and the program may be suspended, modified or discontinued at any time at the Company's discretion without prior notice. Shares of stock repurchased under the repurchase program will be held as treasury shares. There have been no purchases under the repurchase program to date.

NOTE 10 DISTRIBUTIONSCommon Stock

The following cash distributions, including dividends reinvested, were paid to common shareholders during the three years ended December 31, 2013, 2012 and 2011:

Quarter Ended	2013		2012		2011	
	Amount	Per Share	Amount	Per Share	Amount	Per Share
March 31	\$3,155,607	\$0.18	\$2,809,868	\$0.18	\$2,523,564	\$0.18
June 30	3,294,938	0.18	2,902,806	0.18	2,595,832	0.18
September 30	3,456,304	0.18	2,954,616	0.18	2,652,386	0.18
December 31	3,656,622	0.18	3,062,506	0.18	2,723,255	0.18
	\$13,563,471	\$0.72	\$11,729,796	\$0.72	\$10,495,037	\$0.72

These amounts do not include the discount on shares purchased through the Company's Dividend Reinvestment and Stock Purchase Plan.

On January 15, 2014, the Company declared a cash dividend of \$0.18 per share to be paid on March 17, 2014 to common shareholders of record February 18, 2014.

Preferred Stock

The following dividends were paid to preferred shareholders during the year ended December 31, 2013, 2012 and 2011:

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
1/16/2013	2/15/2013	3/15/2013	\$1,889,147	\$0.515625
4/8/2013	5/15/2013	6/17/2013	1,889,147	0.515625
7/1/2013	8/15/2013	9/16/2013	1,889,147	0.515625

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10/1/2013	11/15/2013	12/16/2013	1,889,147	0.515625
			\$7,556,588	\$2.0625

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
1/18/2012	2/15/2012	3/15/2012	\$690,319	\$0.515625
4/17/2012	5/15/2012	6/15/2012	930,716	0.515625
7/9/2012	8/15/2012	9/17/2012	1,244,616	0.515625
10/1/2012	11/15/2012	12/17/2012	1,459,458	0.515625
			\$4,325,109	\$2.0625

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
7/5/2011	8/15/2011	9/15/2011	\$736,341	\$0.550000
10/4/2011	11/15/2011	12/15/2011	690,318	0.515625
			\$1,426,659	\$1.065625

On January 15, 2014, the Board of Directors declared a quarterly dividend of \$0.515625 per share for the period from December 1, 2013 through February 28, 2014, on the Company's 8.25% Series A Cumulative Redeemable Preferred Stock payable March 17, 2014 to preferred shareholders of record February 18, 2014. Series A preferred share dividends are cumulative and payable quarterly at an annual rate of \$2.0625 per share.

#### NOTE 11 LOSS RELATING TO FLOOD

In May 2011, Memphis Mobile City, a 157-site community in Memphis TN, experienced an unusual flood that swept the region. All residents of the community were evacuated. The community remains closed. We are currently working on plans for the redevelopment of this community as a manufactured home community. In addition to the loss in rental and related income, we have recorded a loss of \$984,701 for the year ended December 31, 2011 for the amount, net of insurance proceeds, for the loss of inventory, rental homes, and disposal and other costs associated with this event.

#### NOTE 12 FEDERAL INCOME TAXES

The Company has elected to be taxed as a REIT under the applicable provisions of Section 856 to 860 of the Internal Revenue Code. In order to qualify as a REIT, the Company must meet a number of organizational requirements, including a requirement that it currently distributes at least 90% of its adjusted taxable income to its stockholders. As a REIT, the Company generally will not be subject to corporate level federal income tax on taxable income it distributes currently to its stockholders. As the Company has and intends to continue to distribute all of its income currently, no provision has been made for income taxes. If the Company fails to qualify as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income. In addition, taxable income from non-REIT activities managed through taxable REIT subsidiaries is subject to federal, state, and local income taxes.

#### Federal Excise Tax

The Company does not have a Federal excise tax liability for the 2013, 2012 and 2011, since it intends to or has distributed all of its annual income.

#### Reconciliation Between U.S. GAAP Net Income and Taxable Income

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The following table reconciles U.S. GAAP net income to taxable income for the years ended December 31, 2013, 2012, and 2011:

	<b>2013</b>		<b>2012</b>	<b>2011</b>
	<b>Estimate</b>		<b>Actual</b>	<b>Actual</b>
	<b>(unaudited)</b>		<b>Actual</b>	<b>Actual</b>
U.S. GAAP net income	\$ 5,836,823	\$	6,474,057	\$ 3,696,263
Add: U.S. GAAP net loss of taxable REIT subsidiary included above	2,746,526		3,081,837	3,135,742
U.S. GAAP net income from REIT operations	8,583,349		9,555,894	6,832,005
Stock compensation expense	850,349		573,244	295,042
Acquisition costs and other book / tax differences, net	1,641,635		(344,027)	(1,418,553)
Taxable income before adjustments	11,075,333		9,785,111	5,708,494
Less: Capital gains	(3,460,000)		(4,146,773)	(1,750,781)
Adjusted taxable income subject to 90% dividend requirement	\$ 7,615,333	\$	5,638,338	\$ 3,957,713

Reconciliation Between Cash Dividends Paid and Dividends Paid Deduction

The following table reconciles cash dividends paid with the dividends paid deduction for the years ended December 31, 2013, 2012, and 2011:

	<b>2013</b>		
	<b>Estimate</b>	<b>2012</b>	<b>2011</b>
	<b>(unaudited)</b>	<b>Actual</b>	<b>Actual</b>
Cash dividends paid	\$ 21,120,059	\$ 16,798,495	\$ 11,921,695
Less: Portion designated as capital gains distributions	(3,460,000)	(4,146,773)	(1,750,781)
Less: Return of capital	(10,044,726)	(7,013,384)	(6,213,201)
Dividends paid deduction	\$ 7,615,333	\$ 5,638,338	\$ 3,957,713

Characterization of Distributions

The following table characterizes the distributions paid per common share for the years ended December 31, 2013, 2012, and 2011:

	<b>2013</b>		<b>2012</b>		<b>2011</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
Ordinary income \$	0.12844	17.84%	0.07892	10.96%	0.29090	40.40%
Capital gains	0.05835	8.10%	0.08391	11.65%	0.08205	11.40%
Return of capital	0.53321	74.06%	0.55717	77.39%	0.34705	48.20%
\$	0.72	100%	0.72	100%	0.72	100%

For the year ended December 31, 2013, total distributions paid by the Company for preferred stock, amounted to \$7,556,588 or \$2.0625 per share (\$1.41816 taxed as ordinary income and \$.64434 taxed as capital gains). For the year ended December 31, 2012, total distributions paid by the Company for preferred stock, before accrued dividends, amounted to \$5,068,697 or \$2.0625 per share (\$.99966 taxed as ordinary income and \$1.06284 taxed as capital gains).

In addition to the above, taxable income from non-REIT activities conducted by S&F, a taxable REIT subsidiary, is subject to federal, state and local income taxes. Deferred income taxes pertaining to S&F are accounted for using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities and their respective tax bases and for operating loss and tax credit carryforwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including tax planning strategies and other factors. For the years ended December 31, 2013, 2012 and 2011, S&F had operating losses for financial reporting purposes of \$2,746,526, \$3,081,837 and \$3,135,742, respectively. Therefore, a valuation allowance has been established against any deferred tax assets relating to S&F. For the years ended December 31, 2013, 2012 and 2011, S&F recorded \$5,000 in federal, state and franchise taxes.

NOTE 13 COMMITMENTS, CONTINGENCIES AND LEGAL MATTERS

The Company is subject to claims and litigation in the ordinary course of business. Management does not believe that any such claim or litigation will have a material adverse effect on the business, assets, or results of operations of the Company.

In 2010, a rainstorm bringing 13 inches of rain in a two-hour period caused flooding at Memphis Mobile City. All homes owned by us were fully restored as were the homes of all residents who elected to make repairs. On May 9, 2011, we were notified that a lawsuit had been filed in the United States District Court for the Western District of



Tennessee on behalf of a purported class of all individuals of Mexican national origin who are current or former residents of Memphis Mobile City. The complaint alleges various claims based on federal and state discrimination and consumer protection laws, seeking monetary damages and injunctive relief. On September 30, 2012, the magistrate judge ruled that plaintiffs who had signed a security agreement with an arbitration clause would be obligated to arbitrate while the other plaintiffs would not. The plaintiffs have filed a statement of alleged damages for each member of the purported class. Plaintiffs have been ordered to submit releases to FEMA so that we might begin to evaluate their damage claims with respect to compensation they may have already received from that federal agency. Plaintiffs' counsel notified us in July 2013 that they have filed such releases as to many of the plaintiffs. On June 25, 2013, in connection with a hearing on our Motion to Dismiss, the court ordered the plaintiffs to amend their Complaint to plead their claims with specificity. Plaintiffs filed an amended Complaint containing allegations substantially similar to the initial Complaint. We filed a Motion to Dismiss the amended Complaint which plaintiffs opposed. We are awaiting a date for oral argument of this motion. We continue to believe the action to be without merit. Our insurance company is supporting our defense of this action. We are working on redeveloping this property as a manufactured home community, using fill from adjacent land that we have purchased in order to comply with current codes. The adjacent parcel is also slated for manufactured home development upon receipt of appropriate permits. Redevelopment of these properties will be determined in accordance with market conditions.

The Company has entered into definitive agreements to purchase twelve manufactured home communities with a total of approximately 1,340 developed home sites. These communities are located in Ohio and Pennsylvania. The aggregate purchase price of these communities totals approximately \$37.2 million. In conjunction with the purchase of these communities, the Company will assume mortgages totaling approximately \$27 million. Subject to satisfactory due diligence, we anticipate closing this transaction during the first and second quarter of 2014.

In November 2013, the Company entered into an agreement with 21st Mortgage Corporation (21st Mortgage) under which the Company may refer purchasers of homes sold by us to 21st Mortgage to obtain loans to finance their home purchases. We do not receive referral fees or other cash compensation under the agreement. If 21st Mortgage makes loans to purchasers referred by us under the agreement, and those purchasers default on their loans and 21st Mortgage repossesses the homes securing such loans, we have agreed to purchase from 21st Mortgage each such repossessed home for a price equal to 80% to 95% of the amount under each such loan, subject to certain adjustments. In addition, we have agreed to waive all site rent that would otherwise be due from 21st Mortgage so long as it owns any homes on which loans were made pursuant to the agreement. This agreement may be terminated by either party with 30 days written notice. As of December 31, 2013, there have been no transactions under this agreement.

In conjunction with the acquisition of certain communities, the Company also agreed to repurchase certain loans made by 21st Mortgage to homeowners in those communities, if those homeowners default on their loans. The purchase price of each repossessed home is equal to 55% to 100% of the amount under each such loan, subject to certain adjustments. The total loans subject to repurchase amounted to approximately \$4.2 million as of December 31, 2013. The Company has a deposit of approximately \$800,000 with 21st Mortgage regarding these loans. This deposit is included in Notes and Other Receivables, net.



NOTE 14 - FAIR VALUE MEASUREMENTS

The Company follows ASC 825, Fair Value Measurements, for financial assets and liabilities recognized at fair value on a recurring basis. We measure certain financial assets and liabilities at fair value on a recurring basis, including securities available for sale. The fair value of these certain financial assets and liabilities was determined using the following inputs at December 31, 2013 and 2012:

**Fair Value Measurements at Reporting Date Using  
Quoted Prices**

**in Active**

**Markets for**

	<b>Total</b>	<b>Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
December 31, 2013:				
Equity Securities - Preferred Stock	\$24,536,942	\$24,536,942	\$-0-	\$-0-
Equity Securities - Common Stock	34,718,000	34,718,000	-0-	-0-
Interest Rate Swap (1)	(39,840)	-0-	(39,840)	-0-
<b>Total</b>	<b>\$59,215,102</b>	<b>\$59,254,942</b>	<b>\$(39,840)</b>	<b>\$-0-</b>
December 31, 2012:				
Equity Securities - Preferred Stock	\$18,300,970	\$18,300,970	\$-0-	\$-0-
Equity Securities - Common Stock	39,024,470	39,024,470	-0-	-0-
Interest Rate Swap (1)	(377,795)	-0-	(377,795)	-0-
<b>Total</b>	<b>\$56,947,645</b>	<b>\$57,325,440</b>	<b>\$(377,795)</b>	<b>\$-0-</b>

(1)

Included in accrued liabilities and deposits

In addition to the Company's investment in Securities Available for Sale at Fair Value, the Company is required to disclose certain information about fair values of financial instruments, as defined in ASC 825-10, Financial Instruments. Estimates of fair value are made at a specific point in time, based upon, where available, relevant market prices and information about the financial instrument. Such estimates do not include any premium or discount that

could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Almost all of the Company's securities available for sale have quoted market prices. However, for a portion of the Company's other financial instruments, no quoted market value exists. Therefore, estimates of fair value are necessarily based on a number of significant assumptions (many of which involve events outside the control of management). Such assumptions include assessments of current economic conditions, perceived risks associated with these financial instruments and their counterparties, future expected loss experience and other factors. Given the uncertainties surrounding these assumptions, the reported fair values represent estimates only and, therefore, cannot be compared to the historical accounting model. Use of different assumptions or methodologies is likely to result in significantly different fair value estimates.

The fair value of cash and cash equivalents and notes receivables approximates their current carrying amounts since all such items are short-term in nature. The fair value of securities available for sale is primarily based upon quoted market values. The fair value of variable rate mortgages payable and loans payable approximate their current carrying amounts since such amounts payable are at approximately a weighted-average current market rate of interest. The estimated fair value of fixed rate mortgage notes payable is based on discounting the future cash flows at a year-end risk adjusted borrowing rate currently available to the Company for issuance of debt with similar terms and remaining maturities. These fair value measurements fall within level 2 of the fair value hierarchy. As of December 31, 2013, the fair and carrying value of fixed rate mortgages payable amounted to \$127,869,529 and \$128,553,264, respectively. As of December 31, 2012, the fair and carrying value of fixed rate mortgages payable amounted to \$85,875,242 and \$82,571,781, respectively. The fair value of mortgages payable is based upon discounted cash flows at current market rates for instruments with similar remaining terms. When the Company acquires a property, it is required to fair value all of the assets and liabilities, including intangible assets and liabilities (See Note 1). Those fair value measurements fall within level 3 of the fair value hierarchy.

NOTE 15 SUPPLEMENTAL CASH FLOW AND COMPREHENSIVE INCOME (LOSS) INFORMATION

Cash paid for interest during the years ended December 31, 2013, 2012 and 2011 was \$8,185,305, \$4,715,898 and \$4,823,821, respectively.

During the years ended December 31, 2013 and 2012, the Company assumed mortgages totaling approximately \$7.7 million and \$2.8 million for the acquisition of communities.

During the years ended December 31, 2013, 2012 and 2011, land development costs of \$77,562, \$85,193 and \$79,901, respectively were transferred to investment property and equipment and placed in service.

During the years ended December 31, 2013, 2012 and 2011, the Company had dividend reinvestments of \$1,861,987, \$1,390,899 and \$1,628,507, respectively which required no cash transfers.

NOTE 16 SUBSEQUENT EVENTS

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were issued.

NOTE 17 PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

The following unaudited pro forma condensed financial information reflects the 2013 and 2012 acquisitions that have closed. This information has been prepared utilizing the historical financial statements of the Company and the effect of additional revenue and expenses from the properties acquired during 2013 and 2012 assuming that the acquisitions had occurred as of January 1, 2012, after giving effect to certain adjustments including (a) rental and related income; (b) community operating expenses; (c) interest expense resulting from the assumed increase in mortgages and loans payable related to the new acquisitions and (d) depreciation expense related to the new acquisitions; (e) net income attributable to common shareholders have been reduced by preferred dividends related to the proceeds from capital raising used for property acquisitions. The unaudited pro forma condensed financial information is not indicative of the results of operations that would have been achieved had the acquisitions reflected herein been consummated on the dates indicated or that will be achieved in the future.

	<b>For the years ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
Rental and Related Income	\$56,640,000	\$54,528,000
Community Operating Expenses	30,759,000	12,198,000
Net Income Attributable to Common Shareholders	5,755,000	1,991,000
Net Income Attributable to Common Shareholders per Share:		
Basic	0.31	0.12
Diluted	0.31	0.12

-105-

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NOTE 18 SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

## SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

## THREE MONTHS ENDED

<b>2013</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Total Income	\$13,426,295	\$16,097,925	\$16,253,966	\$16,426,921
Total Expenses	12,240,957	14,196,653	14,935,457	16,636,587
Other Income (Expense) (1)	2,977,034	(229,785)	(600,121)	(524,561)
Net Income	4,149,511	1,619,439	800,877	(733,004)
Net Income (Loss) Attributable to Common Shareholders	2,260,364	(269,708)	(1,088,270)	(2,622,151)
Net Income (Loss) Attributable to Common Shareholders per Share				
Basic	0.13	(0.02)	(0.06)	(0.14)
Diluted	0.13	(0.02)	(0.06)	(0.14)
<b>2012</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Total Income	\$10,890,946	\$11,144,029	\$12,186,668	\$12,606,121
Total Expenses	10,143,701	10,692,049	11,617,310	11,761,448
Other Income (Expense) (1)	989,320	1,591,029	846,764	475,169
Net Income	1,749,697	2,019,036	1,405,754	1,299,570
Net Income (Loss) Attributable to Common Shareholders	1,059,378	1,088,321	161,138	(559,498)
Net Income (Loss) Attributable to Common Shareholders per Share				
Basic	0.07	0.07	-0-	(0.03)
Diluted	0.07	0.07	-0-	(0.03)

(1)

Fluctuations are primarily due to the \$499,471 bonus payment received in the second quarter of 2012 for rights to drill for oil and gas in one of our communities and to Gain on Sale of Securities Transactions, net.

(2)

Includes loss relating to unusual flood at Memphis Mobile City.





**UMH PROPERTIES, INC.****SCHEDULE III****REAL ESTATE AND ACCUMULATED DEPRECIATION****DECEMBER 31, 2013**

Column A Description		Column B		Column C Initial Cost		Column D
Name	Location	Encumbrances	Land	Site, Land & Building Improvements and Rental Homes	Capitalization Subsequent to Acquisition	
Allentown	Memphis, TN	\$ 10,799,401(1)	\$ 250,000	\$ 2,569,101	\$ 6,987,622	
Auburn Estates	Orrville, OH	7,675,595(5)	114,000	1,174,000	-0-	
Birchwood Farms	Birch Run, MI	53,019,327(6)	70,000	2,797,000	185,264	
Broadmore Estates	Goshen, IN	(6)	1,120,000	11,136,000	488,834	
Brookside Village	Berwick, PA	14,964,116(2)	372,000	4,776,000	220,190	
Brookview Village	Greenfield Ctr, NY	-0-	37,500	232,547	3,253,586	
Carsons	Chambersburg, PA	12,909,520(3)	176,000	2,411,000	56,051	
Cedarcrest	Vineland, NJ	9,124,838	320,000	1,866,323	1,816,362	
Chambersburg I & II	Chambersburg, PA	(3)	108,000	2,397,000	170,683 27,624	
Chelsea	Sayre, PA	(3)	124,000	2,049,000		
City View	Lewistown, PA	-0-	137,000	613,000	416,835	
Clinton	Tiffin, OH	(1)	142,000	3,301,800	48,940 141,878	
Collingwood Colonial Heights	Horseheads, NY Wintersville, OH	(3) (6)	196,000 67,000	2,317,500 2,383,000	1,144,464	
Countryside Estates	Muncie, IN	-0-	174,000	1,926,000	730,451	
Countryside Village	Columbia, TN	-0-	394,000	6,916,500	1,546,470	
Cranberry Village	Cranberry Twp, PA	-0-	181,930	1,922,931	2,130,669	
Crestview	Athens, PA	(3)	188,000	2,258,000	93,602	
Cross Keys Village	Duncansville, PA	-0-	60,774	378,093	2,116,271	
D&R Village		7,089,610(4)	391,724	704,021	2,291,016	

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	Clifton Park, NY				
Fairview Manor	Millville, NJ	10,345,239	216,000	1,166,517	8,679,046
Forest Creek	Elkhart, IN	(6)	440,000	7,004,000	276,526
Forest Park Village	Cranberry Twp, PA	-0-	75,000	977,225	3,831,435
Frieden Manor	Schuylkill Haven, PA	(3)	643,000	5,293,500	242,066
Green Acres	Chambersburg, PA	(3)	63,000	584,000	1,275
Gregory Courts	Honey Brook, PA	(6)	370,000	1,220,000	12,547
Heather Highlands	Inkerman, PA	1,288,149	572,500	2,151,569	5,012,458
Highland	Elkhart, IN	(6)	510,000	7,084,000	262,128
Highland Estates	Kutztown, PA	9,578,574	145,000	1,695,041	9,589,458
Holiday	Nashville, TN	-0-	1,632,000	5,618,000	604,932
Kinnebrook	Monticello, NY	-0-	235,600	1,402,572	6,770,007
Lake Sherman	Navarre, OH	-0-	290,000	1,457,673	5,530,530
Laurel Woods	Cresson, PA	-0-	432,700	2,070,426	1,994,136
Little Chippewa	Orrville, OH	(5)	113,000	1,135,000	854
Maple Manor	Taylor, PA	(2)	674,000	9,432,800	645,249
Meadowood	New Middletown, OH	(6)	152,000	3,191,000	600,527
Melrose Village	Wooster, OH	(5)	767,000	5,429,000	404
Melrose West	Wooster, OH	(5)	94,000	1,040,000	-0-
Memphis Mobile	Memphis, TN	-0-	78,435	810,477	951,463
Monroe Valley	Jonestown, PA	(3)	114,000	994,000	130,382
Moosic Heights	Avoca, PA	(2)	330,000	3,794,100	221,006
Mountaintop	Narvon, PA	(3)	134,000	1,665,000	154,362
Mountain View	Coxsackie, NY	-0-	1,757,800	-0-	1,359,407

**UMH PROPERTIES, INC.**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
**DECEMBER 31, 2013**

Column A Description		Column B		Column C Initial Cost		Column D
Name	Location	Encumbrances	Land	Site, Land & Building Improvements and Rental Homes	Capitalization Subsequent to Acquisition	
Oak Ridge Estates	Elkhart, IN	\$ (6)	\$ 500,000	7,524,000	\$ 414,594	
Oakwood Lake	Tunkhannock, PA	(2)	379,000	1,639,000	174,814	
Olmsted Falls	Olmsted Falls, OH	-0-	569,000	3,031,000	370,889	
Oxford Village	West Grove, PA	7,527,426	175,000	990,515	1,389,153	
Pine Ridge/Marion	Carlisle, PA	-0-	37,540	198,321	5,927,470	
Pine Valley Estates	Apollo, PA	-0-	670,000	1,336,600	2,723,260	
Pleasant View Estates	Bloomsburg, PA	(2)	282,000	2,174,800	436,817	
Port Royal Village	Belle Vernon, PA	-0-	150,000	2,491,796	8,249,798	
River Valley Estates	Marion, OH	-0-	236,000	785,293	4,695,899	
Rolling Hills Estates	Carlisle, PA	-0-	301,000	1,419,013	37,526	
Sandy Valley Estates	Magnolia, OH	-0-	270,000	1,941,430	5,063,379	
Shady Hills Somerset/Winspring	Nashville, TN Windspring, PA	-0- 891,382	337,000 1,485,000	3,379,000 2,050,400	973,116 5,147,022	
Southern Terrace	Columbiana, OH	(6)	63,000	3,387,000	126,362	
Southwind Village	Jackson, NJ	6,012,690	100,095	602,820	2,449,632	
	Athens, OH	-0-	67,000	1,326,800	1,599,747	

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Spreading Oaks Suburban Greensburg, Estates PA	6,711,306 (7)	299,000	5,837,272	395,564
Sunny Acres Somerset, PA	(7)	287,000	6,113,528	155,305
SunnysideEagleville, PA Goodlettsville, Trailmont TN	(6)	450,000	2,674,000	23,132
Twin Oaks I & Olmsted Falls, II OH	-0-	411,000	1,867,000	978,908
Twin Pines Goshen, IN	2,702,771	823,000	3,527,000	579,415
Valley View-I Ephrata, PA	(6)	650,000	6,307,000	275,766
Valley View-II Ephrata, PA	(3)	191,000	4,359,000	78,567
View-DanDo Valley Honey Brook, View-HB PA	(3)	72,000	1,746,000	1,035
Waterfalls Village Hamburg, NY	(6)	2,650,000	8,266,000	(49,595)
Weatherly Estates Lebanon, TN	(6)	1,380,000	5,348,000	18,245
WoodlandWest Monroe, Manor NY	(4)	424,000	3,812,000	2,127,707
Woodlawn Village Eatontown, NJ	-0-	1,184,000	4,034,480	3,806,569
Wood Valley Caledonia, OH	-0-	77,000	841,000	1,185,676
Youngstown Youngstown, Estates NY	-0-	157,421	280,749	909,735
	-0-	260,000	1,753,206	3,156,015
	(5)	269,000	1,606,000	2,122
	\$ 160,639,944	\$ 29,669,019	\$ 211,994,739	\$ 124,160,654

## UMH PROPERTIES, INC.

## SCHEDULE III

## REAL ESTATE AND ACCUMULATED DEPRECIATION

DECEMBER 31, 2013

Column A Description		Column E (6) (7) Gross Amount at Which Carried at 12/31/13 Site, Land & Building Improvements and Rental Homes			Column F Accumulated Depreciation
Name	Location	Land	Homes	Total	
Allentown	Memphis, TN	\$ 480,000	\$ 9,326,723	\$ 9,806,723	\$ 4,102,482
Auburn Estates	Orrville, OH	114,000	1,174,000	1,288,000	7,253
Birchwood Farms	Birch Run, MI	70,000	2,982,264	3,052,264	105,779
Broadmore Estates	Goshen, IN	1,120,000	11,624,834	12,744,834	383,184
Brookside Village	Berwick, PA	372,000	4,996,190	5,368,190	542,690
Brookview Village	Greenfield Ctr, NY	122,865	3,400,769	3,523,634	1,847,750
Carsons	Chambersburg, PA	176,000	2,467,051	2,643,051	125,621
Cedarcrest	Vineland, NJ	408,206	3,594,479	4,002,685	2,517,291
Chambersburg I & II	Chambersburg, PA	108,000	2,567,683	2,675,683	125,514
Chelsesa	Sayre, PA	124,000	2,076,624	2,200,624	106,142
City View	Lewistown, PA	137,000	1,029,835	1,166,835	59,522
Clinton	Tiffin, OH	142,000	3,350,740	3,492,740	272,979
Collingwood	Horseheads, NY Wintersville,	196,000	2,459,378	2,655,378	122,132
Colonial Heights	OH	67,000	3,527,464	3,594,464	145,321
Countryside Estates	Muncie, IN	174,000	2,656,451	2,830,451	163,583
Countryside Village	Columbia, TN	394,000	8,462,970	8,856,970	770,042
Cranberry Village	Cranberry Twp, PA	181,930	4,053,600	4,235,530	2,375,871
Crestview	Athens, PA	188,000	2,351,602	2,539,602	118,198
Cross Keys Village	Duncansville, PA	60,774	2,494,364	2,555,138	949,609
D&R Village	Clifton Park, NY	391,724	2,995,037	3,386,761	1,630,167
Fairview Manor	Millville, NJ	2,534,892	7,526,671	10,061,563	4,028,517

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Forest Creek	Elkhart, IN	440,000	7,280,526	7,720,526	254,661
Forest Park Village	Cranberry Twp, PA	75,000	4,808,660	4,883,660	2,288,396
	Schuylkill				
Frieden Manor	Haven, PA	643,000	5,535,566	6,178,566	279,769
	Chambersburg,				
Green Acres	PA	63,000	585,275	648,275	30,096
	Honey Brook,				
Gregory Courts Heather	PA	370,000	1,232,547	1,602,547	38,219
Highlands	Inkerman, PA	572,500	7,164,027	7,736,527	3,745,355
Highland	Elkhart, IN	510,000	7,346,128	7,856,128	251,677
Highland Estates	Kutztown, PA	404,239	11,025,260	11,429,499	4,913,520
Holiday	Nashville, TN	1,632,000	6,222,932	7,854,932	166,031
Kinnebrook	Monticello, NY	352,972	8,055,206	8,408,178	3,480,802
Lake Sherman	Navarre, OH	290,000	6,988,203	7,278,203	2,607,441
Laurel Woods	Cresson, PA	432,700	4,064,562	4,497,262	1,384,271
Little Chippewa	Orrville, OH	113,000	1,135,854	1,248,854	3,454
Maple Manor	Taylor, PA	674,000	10,078,049	10,752,049	1,093,007
	New				
	Middletown,				
Meadowood	OH	152,000	3,791,527	3,943,527	195,700
Melrose Village	Wooster, OH	767,000	5,429,404	6,196,404	16,495
Melrose West	Wooster, OH	94,000	1,040,000	1,134,000	3,152
Memphis					
Mobile	Memphis, TN	335,935	1,504,440	1,840,375	1,136,878
Monroe Valley	Jonestown, PA	114,000	1,124,382	1,238,382	55,954
Moosic Heights	Avoca, PA	330,000	4,015,106	4,345,106	437,342
Mountaintop	Narvon, PA	134,000	1,819,362	1,953,362	87,593
Mountain View	Coxsackie, NY	2,218,800	898,407	3,117,207	107,530

## UMH PROPERTIES, INC.

## SCHEDULE III

## REAL ESTATE AND ACCUMULATED DEPRECIATION

DECEMBER 31, 2013

Column A Description		Column E (6) (7) Gross Amount at Which Carried at 12/31/13 Site, Land & Building Improvements and Rental			Column F Accumulated Depreciation
Name	Location	Land	Homes	Total	
Oak Ridge Estates	Elkhart, IN	\$ 500,000	\$ 7,938,594	\$ 8,438,594	\$ 279,650
Oakwood Lake	Tunkhannock, PA	379,000	1,813,814	2,192,814	197,704
Olmsted Falls	Olmsted Falls, OH	569,000	3,401,889	3,970,889	128,748
Oxford Village	West Grove, PA	155,000	2,399,668	2,554,668	1,812,334
Pine Ridge/Manor	Carlisle, PA	145,473	6,017,859	6,163,332	1,943,809
Pine Valley Estates	Apollo, PA	732,089	3,997,771	4,729,860	1,707,088
Pleasant View Estates	Bloomsburg, PA	282,000	2,611,617	2,893,617	263,393
Port Royal Village	Belle Vernon, PA	505,000	10,386,594	10,891,594	4,895,376
River Valley Estates	Marion, OH	236,000	5,481,192	5,717,192	2,619,902
Rolling Hills Estates	Carlisle, PA	301,000	1,456,539	1,757,539	16,958
Sandy Valley Estates	Magnolia, OH	270,000	7,004,809	7,274,809	3,649,839
Shady Hills	Nashville, TN	337,000	4,352,116	4,689,116	375,156
Somerset/Whispering	Somerset, PA	1,488,600	7,193,822	8,682,422	1,931,779
Southern Terrace	Columbiana, OH	63,000	3,513,362	3,576,362	167,820
Southwind Village	Jackson, NJ	100,095	3,052,452	3,152,547	1,797,560
Spreading Oaks	Athens, OH	67,000	2,926,547	2,993,547	1,140,247
Suburban Estates	Greensburg, PA	299,000	6,232,836	6,531,836	770,224
Sunny Acres	Somerset, PA	287,000	6,268,833	6,555,833	813,402
Sunnyside	Eagleville, PA	450,000	2,697,132	3,147,132	81,736
Trailmont	Goodlettsville, TN	411,000	2,845,908	3,256,908	237,420
Twin Oaks I & II	Olmsted Falls, OH	823,000	4,106,415	4,929,415	153,411
Twin Pines	Goshen, IN	650,000	6,582,766	7,232,766	207,135
Valley View-I	Ephrata, PA	191,000	4,437,567	4,628,567	228,610
Valley View-II	Ephrata, PA	72,000	1,747,035	1,819,035	89,980

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Valley View-Danboro	Doylestown, PA	2,650,000	8,216,405	10,866,405	250,580
Valley View-HB	Honey Brook, PA	1,380,000	5,366,245	6,746,245	176,825
Waterfalls Village	Hamburg, NY	424,000	5,939,707	6,363,707	2,682,069
Weatherly Estates	Lebanon, TN	1,184,000	7,841,049	9,025,049	1,588,498
Woodland Manor	West Monroe, NY	77,000	2,026,676	2,103,676	578,668
Woodlawn Village	Eatontown, NJ	135,420	1,212,485	1,347,905	573,772
Wood Valley	Caledonia, OH	260,000	4,909,221	5,169,221	1,994,158
Youngstown Estates	Youngstown, NY	269,000	1,608,121	1,877,121	4,902
		\$ 33,973,214	\$ 331,851,198	\$ 365,824,412	\$ 76,435,743

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## UMH PROPERTIES, INC.

## SCHEDULE III

## REAL ESTATE AND ACCUMULATED DEPRECIATION

DECEMBER 31, 2013

Column A Description		Column G	Column H	Column I
Name	Location	Date of Construction	Date Acquired	Depreciable Life
Allentown	Memphis, TN	prior to 1980	1986	5 to 27.5
Auburn Estates	Orrville, OH	1971/1985/1995	2013	5 to 27.5
Birchwood Farms	Birch Run, MI	1976-1977	2013	5 to 27.5
Broadmore Estates	Goshen, IN	1950/1990	2013	5 to 27.5
Brookside Village	Berwick, PA	1973-1976	2010	5 to 27.5
Brookview Village	Greenfield Ctr, NY	prior to 1970	1977	5 to 27.5
Carsons	Chambersburg, PA	1963	2012	5 to 27.5
Cedarcrest	Vineland, NJ	1973	1986	27.5
Chambersburg I & II	Chambersburg, PA	1955	2012	5 to 27.5
Chelsesa	Sayre, PA	1972	2012	5 to 27.5
City View	Lewistown, PA	prior to 1980	2011	5 to 27.5
Clinton	Tiffin, OH	1968/1987	2011	27.5
Collingwood	Horseheads, NY	1970	2012	5 to 27.5
Colonial Heights	Wintersville, OH	1972	2012	5 to 27.5
Countryside Estates	Muncie, IN	1996	2012	5 to 27.5
Countryside Village	Columbia, TN	1988/1992	2011	5 to 27.5
Cranberry Village	Cranberry Twp, PA	1974	1986	5 to 27.5
Crestview	Athens, PA	1964	2012	5 to 27.5
Cross Keys Village	Duncansville, PA	1961	1979	5 to 27.5
D&R Village	Clifton Park, NY	1972	1978	5 to 27.5
Fairview Manor	Millville, NJ	prior to 1980	1985	5 to 27.5
Forest Creek	Elkhart, IN	1996-1997	2013	5 to 27.5
Forest Park Village	Cranberry Twp, PA Schuylkill Haven,	prior to 1980	1982	5 to 27.5
Frieden Manor	PA	1969	2012	5 to 27.5
Green Acres	Chambersburg, PA	1978	2012	27.5
Gregory Courts	Honey Brook, PA	1970	2013	5 to 27.5
Heather Highlands	Inkerman, PA	1970	1992	5 to 27.5
Highland	Elkhart, IN	1969	2013	5 to 27.5
Highland Estates	Kutztown, PA	1971	1979	5 to 27.5
Holiday	Nashville, TN	1967	2013	5 to 27.5
Kinnebrook	Monticello, NY	1972	1988	5 to 27.5
Lake Sherman	Navarre, OH	prior to 1980	1987	5 to 27.5

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Laurel Woods	Cresson, PA	prior to 1980	2001	5 to 27.5
Little Chippewa	Orrville, OH	1968	2013	5 to 27.5
Maple Manor	Taylor, PA	1972	2010	5 to 27.5
	New Middletown,			
Meadowood	OH	1957	2012	5 to 27.5
Melrose Village	Wooster, OH	1970-1978	2013	5 to 27.5
Melrose West	Wooster, OH	1995	2013	27.5
Memphis Mobile	Memphis, TN	1955	1985	27.5
Monroe Valley	Jonestown, PA	1969	2012	5 to 27.5
Moosic Heights	Avoca, PA	1972	2010	5 to 27.5
Mountaintop	Narvon, PA	1972	2012	5 to 27.5
Mountain View	Coxsackie, NY	N/A	2005	5 to 27.5

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## UMH PROPERTIES, INC.

## SCHEDULE III

## REAL ESTATE AND ACCUMULATED DEPRECIATION

DECEMBER 31, 2013

Column A Description		Column G	Column H	Column I
Name	Location	Date of Construction	Date Acquired	Depreciable Life
Oak Ridge Estates	Elkhart, IN	1990	2013	5 to 27.5
Oakwood Lake	Tunkhannock, PA	1972	2010	5 to 27.5
Olmsted Falls	Olmsted Falls, OH	1953/1970	2012	27.5
Oxford Village	West Grove, PA	1971	1974	5 to 27.5
Pine Ridge/Manor	Carlisle, PA	1961	1969	5 to 27.5
Pine Valley Estates	Apollo, PA	prior to 1980	1995	5 to 27.5
Pleasant View Estates	Bloomsburg, PA	1960's	2010	5 to 27.5
Port Royal Village	Belle Vernon, PA	1973	1983	5 to 27.5
River Valley Estates	Marion, OH	1950	1986	5 to 27.5
Rolling Hills Estates	Carlisle, PA	1972-1975	2013	5 to 27.5
Sandy Valley Estates	Magnolia, OH	prior to 1980	1985	5 to 27.5
Shady Hills	Nashville, TN	1954	2011	5 to 27.5
Somerset/Whispering	Somerset, PA	prior to 1980	2004	27.5
Southern Terrace	Columbiana, OH	1983	2012	27.5
Southwind Village	Jackson, NJ	1969	1969	5 to 27.5
Spreading Oaks	Athens, OH	prior to 1980	1996	5 to 27.5
Suburban Estates	Greensburg, PA	1968/1980	2010	5 to 27.5
Sunny Acres	Somerset, PA	1970	2010	5 to 27.5
Sunnyside	Eagleville, PA	1960	2013	5 to 27.5
Trailmont	Goodlettsville, TN	1964	2011	5 to 27.5
Twin Oaks I & II	Olmsted Falls, OH	1952/1997	2012	5 to 27.5
Twin Pines	Goshen, IN	1956/1990	2013	5 to 27.5
Valley View-I	Ephrata, PA	1961	2012	5 to 27.5
Valley View-II	Ephrata, PA	1999	2012	5 to 27.5
Valley View-Danboro	Doylestown, PA	1959	2013	5 to 27.5
Valley View-HB	Honey Brook, PA	1970	2013	5 to 27.5
Waterfalls Village	Hamburg, NY	prior to 1980	1997	5 to 27.5
Weatherly Estates	Lebanon, TN	1997	2006	5 to 27.5
Woodland Manor	West Monroe, NY	prior to 1980	2003	5 to 27.5
Woodlawn Village	Eatontown, NJ	1964	1978	5 to 27.5
Wood Valley	Caledonia, OH	prior to 1980	1996	5 to 27.5
Youngstown Estates	Youngstown, NY	1963	2013	5 to 27.5



**UMH PROPERTIES, INC.**

**SCHEDULE III**

**REAL ESTATE AND ACCUMULATED DEPRECIATION**

**DECEMBER 31, 2013**

(1)

Represents one mortgage note payable secured by two properties.

(2)

Represents one mortgage note payable secured by five properties.

(3)

Represents one mortgage note payable secured by eleven properties.

(4)

Represents one mortgage note payable secured by two properties.

(5)

Represents one mortgage note payable secured by five properties.

(6)

Represents one mortgage not payable secured by thirteen properties.

(7)

Represents one mortgage note payable secured by two properties.

(8)

## Reconciliation

		/-----FIXED ASSETS-----/		
		12/31/13	12/31/12	12/31/11
Balance	Beginning of Year	\$253,490,055	\$191,252,542	\$168,590,072
Additions:				
	Acquisitions	88,211,013	47,376,000	17,498,300
	Improvements	26,041,264	16,121,717	5,935,642
	Total Additions	114,252,277	63,497,717	23,433,942
	Deletions	(1,917,920)	(1,260,204)	(771,472)
Balance	End of Year	\$365,824,412	\$253,490,055	\$191,252,542

		/-----ACCUMULATED DEPRECIATION-----/		
		12/31/13	12/31/12	12/31/11
Balance	Beginning of Year	\$65,658,602	\$58,994,093	\$53,950,873
Additions:				
	Depreciation	11,318,194	6,869,251	5,273,809
	Total Additions	11,318,194	6,869,251	5,273,809
	Deletions	(541,053)	(204,742)	(230,589)
Balance	End of Year	\$76,435,743	\$65,658,602	\$58,994,093

(9)

The aggregate cost for Federal tax purposes approximates historical cost.



**SIGNATURES**

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

UMH PROPERTIES, INC.

BY: /s/Eugene W. Landy

EUGENE W. LANDY

Chairman of the Board

Dated: March 11, 2014

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been duly signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

	<u>Title</u>	<u>Date</u>
/s/Eugene W. Landy	Chairman of the Board	<u>March 11, 2014</u>
EUGENE W. LANDY		
/s/Samuel A. Landy	President,	<u>March 11, 2014</u>
SAMUEL A. LANDY	Chief Executive Officer and Director	
/s/Anna T. Chew	Vice President,	<u>March 11, 2014</u>
ANNA T. CHEW	Chief Financial and Accounting Officer, Treasurer and Director	
/s/Jeffrey A. Carus	Director	<u>March 11, 2014</u>
JEFFREY A. CARUS		
/s/Matthew Hirsch	Director	<u>March 11, 2014</u>



MATTHEW HIRSCH

/s/Michael P. Landy                      Director                      March 11, 2014

MICHAEL P. LANDY

/s/Stuart Levy                              Director                      March 11, 2014

STUART LEVY

/s/James E. Mitchell                      Director                      March 11, 2014

JAMES E. MITCHELL

/s/Richard H. Molke                      Director                      March 11, 2014

RICHARD H. MOLKE

/s/Stephen B. Wolgin                      Director                      March 11, 2014

STEPHEN B. WOLGIN