

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended March 31, 2007

Commission File No. 0-15940

**UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND,
a Michigan Limited Partnership**

(Exact name of registrant as specified in its charter)

MICHIGAN

(State or other jurisdiction of
incorporation or organization)

38-2593067

(I.R.S. employer
identification number)

280 Daines Street, Birmingham, Michigan 48009

(Address of principal executive offices) (Zip Code)

(248) 645-9220

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:
\$1,000 per unit, units of limited partnership interest

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation
S-K is not contained herein, and will not be contained, to the best of registrant's knowledge,
in definitive proxy or information statements incorporated by reference in Part III of this
Form 10-Q or any amendment to this Form 10-Q

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 Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2
of the Exchange Act) Yes No

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND,
A MICHIGAN LIMITED PARTNERSHIP

INDEX

	<u>Page</u>
PART I	FINANCIAL INFORMATION
ITEM 1.	FINANCIAL STATEMENTS
	Balance Sheets March 31, 2007 (Unaudited) and December 31, 2006
	3
	Statements of Operations Three months ended March 31, 2007 and 2006 (Unaudited)
	4
	Statement of Partners' Equity (Deficit) Three months ended March 31, 2007 (Unaudited)
	4
	Statements of Cash Flows Three months ended March 31, 2007 and 2006 (Unaudited)
	5
	Notes to Financial Statements March 31, 2007 (Unaudited)
	6
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
	8
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
	12
ITEM 4.	CONTROLS AND PROCEDURES
	13
PART II	OTHER INFORMATION
ITEM 1.	LEGAL PROCEEDINGS
	13
ITEM 1A.	RISK FACTORS
	13
ITEM 6.	EXHIBITS
	17

**UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND
A MICHIGAN LIMITED PARTNERSHIP**

BALANCE SHEETS

ASSETS	<u>March 31, 2007</u> (Unaudited)	<u>December 31, 2006</u>
Properties:		
Land	\$5,280,000	\$5,280,000
Buildings And Improvements	27,340,796	27,318,020
Furniture And Fixtures	<u>259,800</u>	<u>254,619</u>
	32,880,596	32,852,639
 Less Accumulated Depreciation	 <u>(16,574,464)</u>	 <u>(16,333,071)</u>
	16,306,132	16,519,568
 Cash And Cash Equivalents	 508,332	 657,371
Cash - Security Escrow	95,000	245,158
Unamortized Finance Costs	970,860	1,043,013
Manufactured Homes and Improvements	30,000	30,000
Other Assets	<u>963,613</u>	<u>938,100</u>
 Total Assets	 <u>\$18,873,937</u>	 <u>\$19,433,210</u>
 LIABILITIES and PARTNERS' DEFICIT	 <u>March 31, 2007</u> (Unaudited)	 <u>December 31, 2006</u>
Note Payable-Bank	\$550,000	\$587,500
Accounts Payable	339,379	395,587
Other Liabilities	737,452	554,984
Mortgage Payable	<u>34,969,325</u>	<u>34,468,750</u>
 Total Liabilities	 \$36,596,156	 \$36,006,821
 Partners' Equity (Deficit) :		
General Partner	(6,855,817)	(6,500,396)
Class A Limited Partners	(12,188,882)	(11,572,339)
Class B Limited Partners	<u>1,322,480</u>	<u>1,499,124</u>
 Total Partners' Deficit	 <u>(17,722,219)</u>	 <u>(16,573,611)</u>
 Total Liabilities And Partners' Deficit	 <u>\$18,873,937</u>	 <u>\$19,433,210</u>

See Notes to Financial Statements

**UNIPROP MANUFACTURED HOUSING COMMUNITES INCOME FUND
A MICHIGAN LIMITED PARTNERSHIP**

STATEMENTS OF OPERATIONS

THREE MONTHS ENDED

March 31, 2007 **March 31, 2006**
(Unaudited) (Unaudited)

Income:		
Rental Income	\$1,284,233	\$1,835,396
Home Sale Income	0	954,654
Other	<u>186,243</u>	<u>407,960</u>
Total Income	<u>\$1,470,476</u>	<u>\$3,198,010</u>
 Operating Expenses:		
Administrative Expenses (Including \$73,181 and \$107,343 in Property Management Fees Paid to An Affiliate for the Three Month Period Ended March 31, 2007 and 2006, Respectively)	439,674	665,465
Property Taxes	272,157	251,793
Utilities	138,795	161,649
Property Operations	551,641	290,294
Depreciation	241,392	231,937
Interest	818,300	696,630
Home Sale Expense	<u>0</u>	<u>1,004,456</u>
Total Operating Expenses	<u>\$2,461,959</u>	<u>\$3,302,224</u>
 Net Loss	 <u>(\$991,483)</u>	 <u>(\$104,214)</u>
 Income (Loss) Per Limited Partnership Unit:		
Class A	(\$30.48)	(\$6.04)
Class B	(\$18.08)	\$3.98
 Distribution Per Limited Partnership Unit		
Class A	\$0.00	\$0.00
Class B	\$0.00	\$0.00
 Weighted Average Number Of Limited Partnership Units Outstanding		
Class A	20,230	20,230
Class B	9,770	9,770

STATEMENT OF PARTNER'S EQUITY (Deficit) (Unaudited)

	Total	General Partner	Class A Limited	Class B Limited
Beginning Balance of December 31, 2006	(16,573,611)	(6,500,396)	(11,572,339)	1,499,124
Net Loss	(991,483)	(198,296)	(616,543)	(176,644)
Distributions	<u>(157,125)</u>	<u>(157,125)</u>	<u>0</u>	<u>0</u>
Balance as of March 31, 2007	(17,722,219)	(6,855,817)	(12,188,882)	1,322,480

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND
A MICHIGAN LIMITED PARTNERSHIP

STATEMENTS OF CASH FLOWS
(Unaudited)

THREE MONTHS ENDED
March 31, 2007 March 31, 2006

Cash Flows From Operating Activities:		
Net Loss	<u>(\$991,483)</u>	<u>(\$104,214)</u>
Adjustments To Reconcile Net Loss		
To Net Cash Provided By		
Operating Activities:		
Depreciation	241,392	231,937
Amortization	72,153	21,500
Decrease in Security Deposit Escrow	150,158	0
Decrease in Homes and Home Improvements	0	204,130
Increase In Other Assets	(25,513)	(365,619)
Decrease In Accounts Payable	(56,208)	(232,817)
Increase In Other Liabilities	<u>182,468</u>	<u>285,057</u>
Total Adjustments:	<u>564,450</u>	<u>144,188</u>
Net Cash (Used In) Provided By		
Operating Activities	<u>(427,033)</u>	<u>39,974</u>
Cash Flows Used In Investing Activities:		
Capital Expenditures	<u>(27,956)</u>	<u>(68,045)</u>
Cash Flows From Financing Activities:		
Net Payments on Line of Credit	(37,500)	(37,500)
Distributions To Partners	(157,125)	(100,000)
Payments on Note Payable - Affiliate	0	(75,358)
Proceeds on Mortgage Payable	500,575	0
Payments on Mortgage Payable	<u>0</u>	<u>(121,265)</u>
Net Cash Provided by (Used In)	<u>305,950</u>	<u>(334,123)</u>
Financing Activities		
Decrease In Cash and Equivalents	(149,039)	(362,194)
Cash and Equivalents, Beginning	<u>657,371</u>	<u>554,668</u>
Cash and Equivalents, Ending	<u>\$508,332</u>	<u>\$192,474</u>

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND,
A MICHIGAN LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

March 31, 2007 (Unaudited)

1. Basis of Presentation:

The accompanying unaudited 2007 financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The balance sheet at December 31, 2006 has been derived from the audited financial statements at that date. Operating results for the three months ended March 31, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007, or for any other interim period. For further information, refer to the consolidated financial statements and footnotes thereto included in the Partnership's Form 10-K for the year ended December 31, 2006.

2. Recent Accounting Pronouncements:

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 is effective for fiscal years beginning after December 15, 2006. This interpretation clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109, "Accounting for Income Taxes" and prescribes 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. This Interpretation also provides guidance on various related matters such as derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Partnership is a tax-free entity, and was therefore not impacted by FIN 48.

In September 2006, the Securities and Exchange Commission Staff issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in the Current Year Financial Statements" ("SAB No. 108"). SAB No. 108 was issued to eliminate the diversity in practice surrounding how public companies quantify financial misstatements. SAB No. 108 requires that registrants quantify errors using both a balance sheet and income statement approach and evaluate whether either approach results in a misstated amount that, when all relevant quantitative and qualitative factors are considered, is material. The adoption of SAB No. 108 did not have any impact on the Partnership's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities and to more easily understand the effect of the company's choice to use fair value on its earnings. SFAS 159 also requires entities to display the fair value of the selected assets and liabilities on the face of the balance sheet. SFAS 159 does not eliminate disclosure requirements of other accounting standards, including fair value measurement disclosures in SFAS 157. This statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of Statement 157. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

3. Related Party Transaction:

On February 28, 2006, the Partnership sold its manufactured home inventory to an affiliate of the General Partner for its fair market value of \$875,197. The fair market value was determined using The Manufactured Housing Appraisal Guide of the National Automobile Dealers Association as well as comparables in each market. Proceeds of the sale were used to pay off the \$756,179 line of credit with the buyer, Uniprop Homes, Inc., and the balance of \$119,018 was received in cash.

4. Mortgage Payable:

On August 11, 2006, the Partnership refinanced its existing mortgage note payable and executed a new mortgage payable in the amount of \$34,468,750 secured by the four properties of the Partnership. The mortgage note payable provides for future advances of \$3,031,250, of which \$500,575 has been advanced as of March 31, 2007. The note is payable in monthly installments of interest only through August 2010. Interest on this note is accrued at a variable rate of 2.25% in excess of one month LIBOR, which was 7.57% as of March 31, 2007, and the balance on the note was \$34,969,325.

In connection with the refinancing, the Company defeased the prior mortgage note payable with a balance of \$33,500,000 by purchasing Treasury securities sufficient to make the monthly debt service payments and the balloon payment due under the mortgage agreement. The Treasury securities were then substituted for the four properties that originally served as collateral for the mortgage.

As part of the defeasance, the Treasury securities and mortgage debt were transferred to a third party successor borrower that is responsible for all remaining obligations under this debt. This mortgage was fully paid off by the successor borrower from funds in the irrevocable defeasance trust on January 11, 2007.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 is effective for fiscal years beginning after December 15, 2006. This interpretation clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109, "Accounting for Income Taxes" and prescribes 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. This Interpretation also provides guidance on various related matters such as derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Partnership is a tax-free entity, and was therefore not impacted by FIN 48.

In September 2006, the Securities and Exchange Commission Staff issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in the Current Year Financial Statements" ("SAB No. 108"). SAB No. 108 was issued to eliminate the diversity in practice surrounding how public companies quantify financial misstatements. SAB No. 108 requires that registrants quantify errors using both a balance sheet and income statement approach and evaluate whether either approach results in a misstated amount that, when all relevant quantitative and qualitative factors are considered, is material. The adoption of SAB No. 108 did not have any impact on the Partnership's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities and to more easily understand the effect of the company's choice to use fair value on its earnings. SFAS 159 also requires entities to display the fair value of the selected assets and liabilities on the face of the balance sheet. SFAS 159 does not eliminate disclosure requirements of other accounting standards, including fair value measurement disclosures in SFAS 157. This statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of Statement 157. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

Capital Resources

The Partnership's capital resources consist primarily of its four manufactured housing communities. On March 25, 1997 the Partnership borrowed \$33,500,000 from Nomura Asset Capital Corporation (the "Financing"). It secured the Financing by placing liens on its four communities. As a result of the Financing, the Partnership distributed \$30,000,000 to the Limited Partners, which represented a full return of the original capital contributions of \$1,000 per unit. As part of the refinancing which occurred on August 11, 2006, this note has been defeased, which required the Partnership to establish an irrevocable defeasance trust through a successor borrower, by placing risk free treasury bills into the trust to fund this mortgage. This mortgage was fully paid off by the successor borrower from funds in the irrevocable defeasance trust on January 11, 2007.

On February 28, 2006, the Partnership sold its manufactured home inventory to an affiliate of the General Partner for its fair market value of \$875,197. The fair market value was determined using The Manufactured Housing Appraisal Guide of the National Automobile Dealers Association, as well as, comparables in each market. The consideration for the sale was used to reduce the \$756,179 line of credit with the buyer, Uniprop Homes, Inc., and the balance of \$119,018 was received in cash.

On August 11, 2006, the Partnership borrowed \$34,468,750 from Marathon Structured Finance Fund, L.P. The note provides for future advance of \$3,031,250, of which \$500,575 has been advanced as of March 31, 2007. The borrowing is secured by the four Properties. The note is payable in monthly installments of interest only through August 2010. Interest on this note is accrued at a variable rate of 2.25% in excess of One month LIBOR, which was 7.57% as of March 31, 2007, and the balance on the note was \$34,969,325.

In connection with the new mortgage debt, the Fund has entered into an interest rate cap with Fifth Third Bank to reduce a portion of the risk relating to the variable interest rate. The notional amount of the interest rate cap is \$34,000,000. The strike rate is 7% based on the One month LIBOR index. The interest rate cap expires on September 1, 2008. The cost of the interest rate cap was \$10,400.

The Partnership incurred \$1,154,449 in financing costs as a result of the refinancing which will be amortized over the remaining life of the Loan of approximately 4 years.

Liquidity

The Partnership's long-term liquidity is based, in part, upon its investment strategy. The properties owned by the Partnership were anticipated to be held for seven to ten years after their acquisition. All of the properties have been owned by the Partnership more than ten years. The General Partner may elect to have the Partnership own the properties for as long as, in the opinion of the General Partner, it is in the best interest of the Partnership to do so. As of March 31, 2007, the Partnership's cash balance amounted to \$508,332. The level of cash balance maintained is at the discretion of the General Partner.

The Partnership has an unsecured term note with National City Bank of the Midwest for \$750,000, requiring monthly payments of \$12,500 plus interest at LIBOR plus 1.80% which was 7.12% at March 31, 2007 and is due on October 19, 2010. The outstanding balance under this agreement was \$550,000 at March 31, 2007.

The quarterly Partnership Management Distribution due to the General Partner during the first quarter was \$157,125, or one-fourth of 1.0% of the most recent appraised value of the properties held by the Partnership ($\$62,850,000 \times \frac{1}{4} \% = \$157,125$).

The General Partner has continued to suspend payment of the Incentive Management Distribution during this quarter.

Results of Operations

Overall, as illustrated in the tables below, the four properties had a combined average occupancy of 48% at the end of March 2007, versus 73% a year ago. The average monthly rent in March 2007 was approximately \$504; compared to the \$497 average monthly rent in March 2006 (average rent not a weighted average).

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Aztec Estates	645	77	12%	\$545
Kings Manor	314	254	81	565
Old Dutch Farms	293	123	42	450
Park of the Four Seasons	<u>572</u>	<u>341</u>	<u>60</u>	<u>454</u>
Total on 3/31/07:	1,824	795	48%	\$504
Total on 3/31/06:	1,824	1,365	73%	\$497

*Not a weighted average

	GROSS REVENUE Three months ended		NET OPERATING INCOME AND NETLOSS Three months ended	
	3/31/2007	3/31/2006	3/31/2007	3/31/2006
Aztec Estates	\$403,627	\$1,377,641	\$17,939	\$531,776
Kings Manor	411,775	801,349	268,202	363,634
Old Dutch Farms	173,157	401,434	57,574	(34,938)
Park of the Four Seasons	<u>478,400</u>	<u>613,842</u>	<u>263,590</u>	<u>245,036</u>
	\$1,466,959	\$3,194,266	\$607,305	\$1,105,508
Partnership Management	\$3,517	\$3,744	(101,422)	(152,715)
Other Expenses			(437,674)	(128,440)
Interest Expense			(818,300)	(696,630)
Depreciation			<u>(241,392)</u>	<u>(231,937)</u>
TOTAL:	\$1,470,476	\$3,198,010	(\$991,483)	(\$104,214)

Net Operating Income ("NOI") is a non-GAAP financial measure equal to net income, the most comparable GAAP financial measure, plus depreciation, interest expense, partnership management expense, and other expenses. The Partnership believes that NOI is useful to investors and the Partnership's management as an indication of the Partnership's ability to service debt and pay cash distributions. NOI presented by the Partnership may not be comparable to NOI reported by other companies that define NOI differently, and should not be considered as an alternative to net income as an indication of performance or to cash flows as a measure of liquidity or ability to make distributions.

Comparison of Quarter Ended March 31, 2007 to Quarter Ended March 31, 2006

Gross revenues decreased \$1,727,534 to \$1,470,476 in 2007, as compared to \$3,198,010 in 2006. The decrease was mainly due to the relocation of residents at Aztec Estates per Florida law to redevelop the property as a mixed-use residential development, and to the elimination of the home inventory for sale.

As described in the Statements of Operations, total operating expenses were \$832,868 lower, moving from \$3,202,224 to \$2,461,959. The decrease was mainly due to the elimination of the home inventory for sale.

As a result of the aforementioned factors, the Partnership had a net loss of \$991,483 for the first quarter of 2007 compared to a net loss of \$104,214 for the same quarter of the prior year.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Partnership is exposed to interest rate rise primarily through its borrowing activities. There is inherent roll over risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Partnership's future financing requirements.

In connection with the new mortgage debt, the Fund has entered into an interest rate cap with Fifth Third Bank to reduce a portion of the risk relating to the variable interest rate. The notional amount of the interest rate cap is \$34,000,000. The strike rate is 7% based on the One Month LIBOR index. The interest rate cap expires on September 1, 2008.

Note Payable: The Partnership had a note payable in the amount of \$37,500,000. Interest is accrued at a variable rate of 2.25% in excess of One Month LIBOR, which was 7.57 as of March 31, 2007. The outstanding balance of this note at March 31, 2007, was \$34,969,325 and provides for future advance of \$2,530,675.

Term-Note: The Partnership has obtained an unsecured term note with National City Bank of the Midwest for \$750,000, requiring monthly payments of \$12,500 plus interest at LIBOR plus 1.80% which was 7.12% at March 31, 2007 and is due on October 19, 2010. The outstanding balance under this agreement was \$550,000 at March 31, 2007.

A 10% adverse change in interest rates on the portion of the Partnership's debt bearing interest at variable rates would result in an increase in interest expense of more than \$260,000. As part of the refinance, the Partnership negotiated a lower variable interest rate which could expose the Partnership to higher interest expense if LIBOR were to increase dramatically. As previously described, the Partnership has entered into an interest rate cap to mitigate some of the variable rate interest exposure. Management does not expect it to have any effect on interest expense, absent some unforeseen economic event which cannot be predicted.

The Partnership does not enter into financial instruments transactions for trading or other speculative purposes or to manage its interest rate exposure, except for the interest rate cap previously described.

ITEM 4.

CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Partnership carried out an evaluation, under the supervision and with the participation of the Principal Executive Officer and the Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon, and as of the date of, this evaluation, the Principal Executive Officer and the Principal Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in the quarterly report is recorded, processed, summarized and reported as and when required.

There was no change in the Partnership's internal controls over financial reporting that occurred during the most recent completed quarter that has materially affected, or is reasonably likely to materially affect, the Partnership's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1.

LEGAL PROCEEDINGS

None.

ITEM 1A.

RISK FACTORS

FACTORS THAT MAY AFFECT FUTURE OPERATING RESULTS

The following risks and uncertainties could cause our business, financial condition or results of operations to be materially adversely affected. In that case, we might not be able to pay distributions on our Units, the net asset values of the Units could decline, and a Unit holder might lose all or a portion of its investment.

1. **Real Estate Investments.** The Partnership's investments are subject to the same risks generally incident to the ownership of real estate including: the uncertainty of cash flow to meet fixed or variable obligations, adverse changes in economic conditions, changes in the investment climate for real estate, adverse changes in local market conditions, changes in interest rates and the availability of mortgage funds or chattel financing, changes in real estate tax rates, governmental rules and regulations, acts of God and the inability to attract or retain residential tenants.

Residential real estate, including manufactured housing communities, is subject to adverse housing pattern changes and uses, vandalism, rent controls, rising operating costs and adverse changes in local market conditions such as a decrease in demand for residential housing due to a decrease in employment. State governments also often regulate the relationship between manufactured housing community owners and residents.

2. **The General Partner and its Affiliates have Conflicts of Interest.** Although the General Partner has a fiduciary duty to manage the Partnership in a manner beneficial to the Unit holders, the directors and officers of the General Partner have a fiduciary duty to manage the General Partner in a manner beneficial to its owners. Furthermore, certain directors and officers of the General Partner are directors or officers of affiliates of the General Partner. Conflicts of interest may arise between the General Partner and its affiliates and the Unit holders. As a result of these conflicts, the General Partner may favor its own interests and the interests of its affiliates over the interests of the Unit holders.
3. **Reliance on General Partner's Direction and Management of the Properties.** The success of the Partnership will, to a large extent, depend on the quality of the management of the Properties by the General Partner and affiliates of the General Partner and their collective judgment with respect to the operation, financing and disposition of the Properties. To the extent that the General Partner and its affiliates are unable to hire and retain quality management talent, the Partnership's financial results and operations may be adversely affected.
4. **Federal Income Tax Risks.** Federal income tax considerations will affect materially the economic consequences of an investment in the Properties. The tax consequences of the Partnership's activities are complex and subject to many uncertainties. Changes in the federal income tax laws or regulations may adversely affect the Partnership's financial results and its ability to make distributions to the Unit holders. Additionally, the tax benefits enjoyed by the Unit holders may be reduced or eliminated.
5. **Limited Liquidity of the Units.** The transfer of Units is subject to certain limitations. The public market for such Units is limited. Unit Holders may not be able to liquidate their investment promptly or at favorable prices, if at all.

6. **Competition.** The business of owning and operating residential manufactured housing communities is highly competitive. The Partnership competes with a number of established communities having greater financial resources. Moreover, there has been a trend for manufactured housing community residents to purchase home sites either collectively or individually. Finally, the popularity and affordability of site built homes has also increased in recent years while the availability of chattel financing has decreased. These trends have resulted in increased competition for tenants to occupy the Partnership properties.
7. **Management and Control of Partnership Affairs.** The General Partner is vested with full authority as to the general management and supervision of the business affairs of the Partnership. The Unit Holders do not have the right to participate in the management of the Partnership or its operations. However, the vote of Unit Holders holding more than 50% of the outstanding interests is required to: (a) amend the Partnership Agreement; (b) approve or disprove the sale in one, or a series of, transactions of all or substantially all of the assets of the Partnership; (c) dissolve the Partnership; (d) remove the General Partner; or (e) approve certain actions by the General Partner that the Consultant recommends against.
8. **Uninsured Losses.** The Partnership carries comprehensive insurance, including liability, fire and extended coverage, and rent loss insurance which is customarily obtained for real estate projects. There are certain types of losses, however, that may be uninsurable or not economically insurable such as certain damage caused by a hurricane. If such losses were to be incurred, the financial position and operations of the Partnership as well as the Partnership's ability to make distributions would be adversely affected.
9. **Environmental Matters.** Because the Partnership deals with real estate, it is subject to various federal, state and local environmental laws, rules and regulations. Changes in such laws, rules and regulations may cause the Partnership to incur increased costs of compliance which may have a material adverse effect on the operations of the Partnership and its ability to make distributions to Unit holders.
10. **No Guarantee of Distributions.** The General Partner may withhold cash for extended periods of time if such cash is necessary to build cash reserves or for the conduct of the Partnership's business. A Unit holder will be required to pay federal income taxes, and, in some cases, state and local income taxes on the Unit holder's share of the Partnership's taxable income, whether or not cash distributions are made by the Partnership. A Unit holder may not receive cash distributions from the Partnership equal to the holder's share of taxable income or even equal to the tax liability that results from the Unit holder's share of the Partnership's taxable income.

11. The Partnership May Not be Able to Generate Sufficient Working Capital to Fund its Operations. There can be no assurance that the Partnership will generate sufficient working capital from operations to operate the business or to fund distributions. Further, there can be no assurance that the Partnership will be able to borrow additional funds on terms favorable to the Partnership, if at all, to meet unanticipated working capital needs or to make distributions to the Unit holders.

ITEM 6. EXHIBITS

- Exhibit 31.1** Principal Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a) of The Securities and Exchange Act of 1934, as amended
- Exhibit 31.2** Principal Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a) of The Securities and Exchange Act of 1934, as amended
- Exhibit 32.1** Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes –Oxley Act of 2002.

SIGNATURES

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

Uniprop Manufactured Housing
Communities Income Fund,
A Michigan Limited Partnership

BY: P.I. Associates Limited Partnership,
A Michigan Limited Partnership,
its General Partner

BY: /s/ Paul M. Zlotoff
Paul M. Zlotoff, General Partner

BY: /s/ Joel Schwartz
Joel Schwartz, Principal Financial Officer

Dated: May 14, 2007

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul M Zlotoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Uniprop Manufactured Housing Income Fund;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2007

Signature: /s/ Paul M. Zlotoff

Paul M. Zlotoff, Principal Executive Officer
President & Director of GP P.I. Associates Corp.

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joel Schwartz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Uniprop Manufactured Housing Income Fund;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2007

Signature: /s/ Joel Schwartz

Joel Schwartz, Principal Financial Officer
Chief Financial Officer of Uniprop, INC

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Uniprop Manufactured Housing Communities Income Fund (the "Company") on Form 10-Q for the period ending March 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Paul M Zlotoff, Principal Executive Officer of the Company, Joel Schwartz, Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and
2. The information contained in the Report fairly presents, in all material respect, the financial condition and results of operations of the Company.

/s/ Paul M Zlotoff

Principal Executive Officer,
General Partner of P.I. Associates Limited Partnership
President & Director of GP P.I. Associated Corp.

s/s Joel Schwartz

Joel Schwartz
Principal Financial Officer of Uniprop, Inc.

May 14, 2007