

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 June 30, 2005

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 an accelerated filer (as defined in Exchange Act Rule 12b-2).

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 June 30, 2005 (Unaudited) and December 31, 2004	3
	Statements of Operations Six months ended June 30, 2005 and 2004 Three months ended June 30, 2005 and 2004 (Unaudited)	4
	Statement of Partner's Equity (Deficit) Six months ended June 30, 2005 (Unaudited)	4
	Statements of Cash Flows Six months ended June 30, 2005 and 2004 (Unaudited)	5
	Notes to Financial Statements June 30, 2005 (Unaudited)	6
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	7
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	10
ITEM 4.	CONTROLS AND PROCEDURES	11
PART II	OTHER INFORMATION	
ITEM I.	LEGAL PROCEEDINGS	11
ITEM 6.	EXHIBITS	11

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

BALANCE SHEETS

ASSETS	<u>June 30, 2005</u> (Unaudited)	<u>December 31, 2004</u>
Properties:		
Land	\$5,280,000	\$5,280,000
Buildings And Improvements	26,070,319	25,898,323
Furniture And Fixtures	<u>237,785</u>	<u>229,879</u>
	31,588,104	31,408,202
Less Accumulated Depreciation	<u>(15,198,475)</u>	<u>(14,734,193)</u>
	16,389,629	16,674,009
Cash And Cash Equivalents	137,050	200,760
Cash - Security Escrow	305,158	305,158
Unamortized Finance Costs	151,548	194,548
Manufactured Homes and Improvements	1,094,045	1,204,893
Other Assets	<u>1,178,548</u>	<u>751,371</u>
Total Assets	<u>\$19,255,978</u>	<u>\$19,330,739</u>
LIABILITIES and PARTNERS' DEFICIT	<u>June 30, 2005</u> (Unaudited)	<u>December 31, 2004</u>
Line of Credit	\$405,000	\$40,000
Accounts Payable	189,578	176,661
Other Liabilities	1,048,847	708,052
Note Payable -Affiliate	577,504	565,190
Note Payable	<u>30,977,543</u>	<u>31,190,519</u>
Total Liabilities	33,198,472	32,680,422
Partners' Equity (Deficit) :		
General Partner	(5,258,672)	(4,884,110)
Class A Limited Partners	(10,186,479)	(9,907,130)
Class B Limited Partners	<u>1,502,657</u>	<u>1,441,557</u>
Total Partners' Deficit	<u>(13,942,494)</u>	<u>(13,349,683)</u>
Total Liabilities And Partners' Deficit	<u>\$19,255,978</u>	<u>\$19,330,739</u>

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND
A MICHIGAN LIMITED PARTNERSHIP
STATEMENTS OF OPERATIONS

	SIX MONTHS ENDED		THREE MONTHS ENDED	
	<u>June 30, 2005</u>	<u>June 30, 2004</u>	<u>June 30, 2005</u>	<u>June 30, 2004</u>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Income:				
Rental Income	\$3,830,880	\$4,070,732	\$1,892,533	\$2,033,388
Home Sale Income	1,111,634	1,001,925	716,934	786,440
Other	<u>215,699</u>	<u>202,440</u>	<u>112,437</u>	<u>97,567</u>
Total Income	<u>\$5,158,213</u>	<u>\$5,275,097</u>	<u>\$2,721,904</u>	<u>\$2,917,395</u>
Operating Expenses:				
Administrative Expenses (Including \$201,698, \$213,225, \$99,888 and \$106,337 in Property Management Fees Paid to An Affiliate for the Six and Three Month Period Ended June 30, 2005 and 2004, respectively)	985,824	1,048,171	483,372	497,062
Property Taxes	488,067	487,734	243,759	243,867
Utilities	278,032	279,658	136,811	136,776
Property Operations	606,265	626,178	293,949	334,984
Depreciation And Amortization	507,283	476,874	253,384	238,160
Interest	1,289,830	1,315,429	648,446	658,131
Home Sale Expense	<u>1,050,723</u>	<u>898,296</u>	<u>651,653</u>	<u>702,121</u>
Total Operating Expenses	<u>\$5,206,024</u>	<u>\$5,132,340</u>	<u>\$2,711,374</u>	<u>\$2,811,101</u>
Net Income (Loss)	<u>(\$47,811)</u>	<u>\$142,757</u>	<u>\$10,530</u>	<u>\$106,294</u>
Income (Loss) Per Limited Partnership Unit:				
Class A	(\$7.81)	(\$2.34)	(\$2.98)	(\$0.24)
Class B	\$12.25	\$16.53	\$7.03	\$9.19
Distribution Per Limited Partnership Unit				
Class A	\$6.00	\$6.00	\$3.00	\$3.00
Class B	\$6.00	\$6.00	\$3.00	\$3.00
Weighted Average Number Of Limited Partnership Units Outstanding				
Class A	20,230	20,230	20,230	20,230
Class B	9,770	9,770	9,770	9,770

STATEMENT OF PARTNERS' EQUITY (DEFICIT) (Unaudited)

	General Partner	Class A Limited	Class B Limited	Total
Beginning Balance as of December 31, 2004	(4,884,110)	(9,907,130)	1,441,557	(13,349,683)
Net Income (Loss)	(9,562)	(157,969)	119,720	(47,811)
Distributions	<u>(365,000)</u>	<u>(121,380)</u>	<u>(58,620)</u>	<u>(545,000)</u>
Balance as of June 30, 2005	<u>(5,258,672)</u>	<u>(10,186,479)</u>	<u>1,502,657</u>	<u>(13,942,494)</u>

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND
A MICHIGAN LIMITED PARTNERSHIP
STATEMENTS OF CASH FLOWS (unaudited)

SIX MONTHS ENDED

	<u>June 30, 2005</u>	<u>June 30, 2004</u>
	(unaudited)	(unaudited)
Cash Flows From Operating Activities:		
Net Income (Loss)	<u>(\$47,811)</u>	<u>\$142,757</u>
Adjustments To Reconcile Net Income (Loss) To Net Cash Provided By Operating Activities:		
Depreciation	464,283	433,874
Amortization	43,000	43,000
Decrease (Increase) In Homes & Improvements (Increase) Decrease In Other Assets	110,848	(162,397)
	<u>(427,177)</u>	<u>119,113</u>
Increase In Accounts Payable	12,917	34,009
Increase In Other Liabilities	<u>340,795</u>	<u>224,762</u>
Total Adjustments:	<u>544,666</u>	<u>692,361</u>
Net Cash Provided By Operating Activities	<u>496,855</u>	<u>835,118</u>
Cash Flows Used In Investing Activities:		
Capital Expenditures	<u>(179,903)</u>	<u>(47,850)</u>
Cash Flows From Financing Activities:		
Net Borrowing on Line of Credit	365,000	35,000
Distributions To Partners	(545,000)	(534,375)
Proceeds from Affiliate loan	12,314	0
Principal Payments on Note Payable	<u>(212,976)</u>	<u>(187,430)</u>
Net Cash Used In Financing Activities	<u>(380,662)</u>	<u>(686,805)</u>
Increase (Decrease) In Cash and Equivalents	(63,710)	100,463
Cash and Equivalents, Beginning	<u>200,760</u>	<u>258,423</u>
Cash and Equivalents, Ending	<u>\$137,050</u>	<u>\$358,886</u>

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND,
A MICHIGAN LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

June 30, 2005 (Unaudited)

1. Basis of Presentation:

The accompanying unaudited 2005 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, 2004 has been derived from the audited financial statements at that date. Operating results for the six months ended June 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005, 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, 2004.

2. Commitments and Contingencies

A group of current residents, on March 4, 2005 filed a class action lawsuit in the Circuit Court of Oakland County against the Partnership and the General Partner of the Partnership claiming that the Old Dutch Farms community did not honor its obligations with respect to operating various aspects of the community. The complaint requests damages, costs and injunctive relief. Counsel for the Partnership is presently reviewing and preparing an answer to the complaint on behalf of the Partnership. While the discovery process has not yet begun, the Partnership intends to vigorously defend against this claim. The amount of potential liability, if any, is indeterminable at the time.

The City of Novi, Michigan, as of February 11, 2004 filed a lawsuit in the Circuit Court of Oakland County against the Partnership to compel the Old Dutch Farms community to connect to the City of Novi sanitary sewer system. The Partnership has reached a settlement agreement with the City of Novi. The Partnership will pay a tap fee of \$730,000 based on an estimated water use by the residents, subject to adjustments after a three year monitoring period based on actual meter reading water usage. The cost of connection and removal of the current sanitary sewer system is estimated to be approximately \$200,000. The Partnership anticipates these cost will be incurred during the last six months of 2005.

In connection with the settlement agreement, the partnership has obtained an unsecured \$750,000 note payable to a bank requiring monthly payments of \$12,500 plus interest at LIBOR plus 1.8% and is due in five years. There was no outstanding balance under this agreement at June 30, 2005.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 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.

Liquidity

As a result of the Financing, the Partnership's four properties are mortgaged. At the time of the Financing, the aggregate principal amount due under the four mortgage notes was \$33,500,000 and the aggregate fair market value of the Partnership's mortgaged properties was \$53,200,000. The Partnership expects to meet its short-term liquidity needs generally through its working capital provided by operating activities.

The Partnership's 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.

The Partnership has a renewable \$1,000,000 line of credit with Unipro Home Finance, an affiliate entity. The interest rate is a prime minus .5% which was 5.75% at June 30, 2005. The sole purpose of the line of credit is to purchase new and used homes to use as model homes offered for sale within the Partnership's communities. As of June 30, 2005, the outstanding balance on the line of credit was \$577,504.

The Partnership has a renewable \$1,000,000 line of credit with National City Bank of Michigan/Illinois. The interest rate, on such line of credit, floats 180 basis points above 1 month LIBOR, which on June 30, 2005 was 3.34%. As of June 30, 2005 the outstanding balance on the line of credit was \$405,000.

The quarterly Partnership Management Distribution paid to the General Partner during the second quarter results was \$161,500, or one-fourth of 1.0% of the most recent appraised value of the properties held by the Partnership ($\$64,600,000 \times \frac{1}{4} \% = \$161,500$).

The General Partner elected to make a total distribution of \$112,500 for the second quarter of 2005 (unchanged from 2004), 80.0% or \$90,000, was paid to the Limited Partners and 20.0% or \$22,500 was paid to the General Partner.

While the Partnership is not required to maintain a working capital reserve, the Partnership has not distributed all the cash generated from operations in order to build cash reserves. As of June 30, 2005, the Partnership's cash balance amounted to \$137,050. The level of cash balance maintained is at discretion of the General Partner.

Results of Operations

Overall, as illustrated in the tables below, the four properties had a combined average occupancy of 75% at the end of June 2005 compared to 83% for June of 2004. The average monthly rent in June 2005 was approximately \$488, compared to \$478 average monthly rent in June 2004.

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Aztec Estates	645	469	73%	\$529
Kings Manor	314	299	95	535
Old Dutch Farms	293	181	62	450
Park of the Four Seasons	<u>572</u>	<u>417</u>	<u>73</u>	<u>439</u>
Total on 6/30/05:	1,824	1,366	75%	\$488
Total on 6/30/04:	1,824	1,518	83%	\$478

*Not a weighted average

	Gross Revenue		Net Income		Gross Revenue		Net Income (loss)	
	6/30/05 three months ended	6/30/04 three months ended	6/30/05 three months ended	6/30/04 three months ended	6/30/05 six months ended	6/30/04 six months ended	6/30/05 six months ended	6/30/04 six months ended
Aztec Estates	\$996,818	\$1,385,031	\$418,320	\$ 426,231	\$1,963,265	\$2,375,036	\$771,676	\$762,485
Kings Manor	829,971	614,163	348,974	270,722	1,421,339	1,038,667	633,435	532,693
Old Dutch Farms	290,859	304,687	83,588	162,803	543,552	627,059	179,296	314,644
Park of the Four Seasons	<u>600,245</u>	<u>611,378</u>	<u>303,772</u>	<u>357,349</u>	<u>1,223,875</u>	<u>1,230,874</u>	<u>635,490</u>	<u>728,137</u>
	2,717,893	2,915,259	1,154,654	1,217,105	5,152,031	5,271,636	2,219,897	2,337,959
Partnership Management:	4,011	2136	(84,181)	(86,160)	6,182	3,461	(168,091)	(175,714)
Other expenses:	----	----	(158,113)	(128,360)	----	-----	(302,504)	(227,185)
Interest Expense	----	----	(648,446)	(658,131)	----	----	(1,289,830)	(1,315,429)
Depreciation and Amortization	<u>----</u>	<u>----</u>	<u>(253,384)</u>	<u>(238,160)</u>	<u>----</u>	<u>----</u>	<u>(507,283)</u>	<u>(476,874)</u>
	\$ 2,721,904	\$ 2,917,395	\$10,530	\$106,294	\$5,158,213	\$5,275,097	(\$47,811)	\$142,757

Comparison of Three months Ended June 30, 2005 to Three months Ended June 30, 2004

Gross revenues decreased \$195,491 to \$2,721,904 in 2005, as compared to \$2,917,395 in 2004. The decrease was the result of lower occupancy. As described in the Statements of Operations, total operating expenses were \$99,727 lower, moving to \$2,711,374 from \$2,811,101. The decrease was due to a decrease in property operation cost and home sale expense.

As a result of the aforementioned factors, Net Income decreased, \$95,764 for the second quarter of 2005 compared to the same quarter of the prior year, moving from \$106,294 for 2004 to \$10,530 for 2005.

Comparison of Six months Ended June 30, 2005 to Six months Ended June 30, 2004

Gross revenues decreased \$116,884 to \$5,158,213 in 2005, as compared to \$5,275,097 in 2004. The decrease was the result of lower occupancy due to weak economic conditions. (See table in previous section.)

As described in the Statements of Operations, total operating expenses were \$73,684 higher, moving from \$5,132,340 to \$5,206,024. The increase was due to an increase in home sale expense.

As a result of the aforementioned factors, the Partnership had a net loss of \$47,811 for the first six months of 2005 compared to Net Income of \$142,757 for the same period in 2004.

ITEM 3.

**QUANTITATIVE AND QUALITATIVE
DISCLOSURES ABOUT MARKET RISK**

The Partnership is exposed to interest rate risk 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.

Note Payable: At June 30, 2005 the Partnership had a note payable outstanding in the amount of \$30,977,543. Interest on this note is at a fixed annual rate of 8.24% through July 2007.

Line-of-Credit: At June 30, 2005 the Partnership owed \$405,000 under its line-of-credit agreement, whereby interest is charged at a variable rate of 1.80% in excess of one month LIBOR which was 3.34% as of June 30, 2005.

Term-Note: The Partnership has borrowing availability in the form of an unsecured term note with National City Bank of the Midwest for \$750,000 as of June 30, 2005. The note requires monthly payments of \$12,500 plus interest at LIBOR plus 1.80% due five years from date of funding. The term note was established for the cost of the sewer connection at Old Dutch Farms.

Line-of-Credit for Homes: At June 30, 2005 the partnership had a line of credit outstanding to an affiliated entity in the amount of \$577,504, whereby interest is accrued at prime minus .5% (5.75% at June 30, 2005).

A 10% adverse change in interest rates of the portion of the Partnership's debt bearing interest at variable rates would result in an increase in interest expense of less than \$10,000 annually.

The Partnership does not enter into financial instruments transactions for trading or other speculative purposes or to manage its interest rate exposure.

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 recently 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

See Note 2 of the Notes to Unaudited Financial Statements for Information concerning legal proceedings.

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, Principal Executive Officer

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

Dated: August 10, 2005

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 Unipro Manufacturing 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: August 10, 2005

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: August 10, 2005

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 June 30, 2005 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/ Joel Schwartz
Joel Schwartz
Principal Financial Officer

August 10, 2005