

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, 2006

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

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

BALANCE SHEETS

ASSETS	<u>June 30, 2006</u> (Unaudited)	<u>December 31, 2005</u>
Properties:		
Land	\$5,280,000	\$5,280,000
Buildings and Improvements	26,587,747	26,509,706
Furniture and Fixtures	<u>254,619</u>	<u>241,169</u>
	32,122,366	32,030,875
Less Accumulated Depreciation	<u>(15,972,229)</u>	<u>(15,504,359)</u>
	16,150,137	16,526,516
Cash And Cash Equivalents	95,450	554,668
Cash - Security Escrow	305,158	305,158
Unamortized Finance Costs	65,548	108,548
Manufactured Homes and Improvements	36,569	996,878
Other Assets	<u>1,122,903</u>	<u>602,787</u>
Total Assets	<u>\$17,775,765</u>	<u>\$19,094,555</u>
LIABILITIES and PARTNERS' DEFICIT	<u>June 30, 2006</u> (Unaudited)	<u>December 31, 2005</u>
Note Payable-Bank	\$1,322,500	\$1,397,500
Accounts Payable	182,700	695,415
Other Liabilities	1,028,984	676,551
Note Payable-Affiliate	85,717	920,714
Mortgage Payable	<u>30,531,659</u>	<u>30,762,766</u>
Total Liabilities	\$33,151,560	\$34,452,946
Partners' Equity (Deficit) :		
General Partner	(6,009,433)	(5,800,252)
Class A Limited Partners	(10,924,311)	(10,920,514)
Class B Limited Partners	<u>1,557,949</u>	<u>1,362,375</u>
Total Partners' Deficit	<u>(15,375,795)</u>	<u>(15,358,391)</u>
Total Liabilities And Partners' Deficit	<u>\$17,775,765</u>	<u>\$19,094,555</u>

See Notes to Financial Statements

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

STATEMENTS OF OPERATIONS (unaudited)	SIX MONTHS ENDED		THREE MONTHS ENDED	
	<u>June 30, 2006</u>	<u>June 30, 2005</u>	<u>June 30, 2006</u>	<u>June 30, 2005</u>
Revenue:				
Rental Revenue	\$3,783,632	\$3,830,880	\$1,948,236	\$1,892,533
Home Sale Revenue	954,654	1,111,634	0	716,934
Other Revenue	<u>825,885</u>	<u>215,699</u>	<u>417,925</u>	<u>112,437</u>
Total Income	<u>\$5,564,171</u>	<u>\$5,158,213</u>	<u>\$2,366,161</u>	<u>\$2,721,904</u>
Operating Expenses:				
Administrative Expenses (Including \$219,070, \$201,698, \$111,727 and \$99,888 in Property Management Fees Paid to An Affiliate for the Six and Three Month Period Ended June 30, 2006 and 2005, respectively)	1,082,607	985,824	417,142	483,372
Property Taxes	503,580	488,067	251,787	243,759
Utilities	312,342	278,032	150,693	136,811
Property Operations	569,891	606,265	279,597	293,949
Depreciation And Amortization	467,870	464,283	235,933	231,884
Interest	1,405,075	1,332,830	708,445	669,946
Home Sale Expense	<u>983,085</u>	<u>1,050,723</u>	<u>(21,371)</u>	<u>651,653</u>
Total Operating Expenses	<u>\$5,324,450</u>	<u>\$5,206,024</u>	<u>\$2,022,226</u>	<u>\$2,711,374</u>
Net Income (Loss)	<u>\$239,721</u>	<u>(\$47,811)</u>	<u>\$343,935</u>	<u>\$10,530</u>
Income (Loss) Per Limited Partnership Unit:				
Class A	(\$0.19)	(\$7.81)	\$5.85	(\$2.98)
Class B	\$20.02	\$12.25	\$16.04	\$7.03
Distribution Per Limited Partnership Unit				
Class A	\$0.00	\$6.00	\$0.00	\$3.00
Class B	\$0.00	\$6.00	\$0.00	\$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)

	Total	General Partner	Class A Limited	Class B Limited
Balance as of January 1, 2006	(\$15,358,391)	(\$5,800,252)	(\$10,920,514)	\$1,362,375
Net Income (Loss)	239,721	47,944	(3,797)	195,574
Distributions	<u>(257,125)</u>	<u>(257,125)</u>	0	0
Balance as of June 30, 2006	<u>(15,375,795)</u>	<u>(6,009,433)</u>	<u>(10,924,311)</u>	<u>1,557,949</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 30,2006</u>	<u>June 30, 2005</u>
Cash Flows From Operating Activities:		
Net Income (Loss)	<u>\$239,721</u>	<u>(\$47,811)</u>
Adjustments To Reconcile Net (Loss)		
To Net Cash Provided By		
Operating Activities:		
Depreciation	467,870	464,283
Amortization	43,000	43,000
Decrease in Homes and Improvements	204,130	110,848
Increase In Other Assets	(520,116)	(427,177)
(Decrease) Increase In Accounts Payable	(512,715)	12,917
Increase In Other Liabilities	<u>352,433</u>	<u>340,795</u>
Total Adjustments:	<u>34,602</u>	<u>544,666</u>
Net Cash Provided By Operating Activities	<u>274,323</u>	<u>496,855</u>
Cash Flows Used In Investing Activities:		
Capital Expenditures	<u>(91,491)</u>	<u>(179,903)</u>
Cash Flows From Financing Activities:		
(Payments) Net Borrowing on Line of Credit	(75,000)	365,000
Distributions To Partners	(257,125)	(545,000)
(Payments) Proceeds from Note Payable - Affiliate	(78,818)	12,314
Principal Payments on Mortgage	<u>(231,107)</u>	<u>(212,976)</u>
Net Cash Used In Financing Activities	<u>(642,050)</u>	<u>(380,662)</u>
Decrease In Cash and Equivalents	(459,218)	(63,710)
Cash and Cash Equivalents, Beginning	<u>554,668</u>	<u>200,760</u>
Cash and Cash Equivalents, Ending	<u>\$95,450</u>	<u>\$137,050</u>

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND,
A MICHIGAN LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

June 30, 2006 (Unaudited)

1. Basis of Presentation:

The accompanying unaudited 2006 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, 2005 has been derived from the audited financial statements at that date. Operating results for the three and six months ended June 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006, 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, 2005.

2. 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 \$119,019 was received in cash.

3. 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 class action status of the Plaintiffs was denied by the court. A number of residents did choose to pursue their claims individually. The Partnership had negotiated a settlement with the individual resident group and attorneys of \$71,000. However, the Partnership has negotiated a reduced settlement of \$48,000, of which \$23,000 was paid on May 26, 2006. The remaining balance of \$25,000, due to legal counsel, was accrued in June 2006, payable in 3rd quarter, 2006.

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 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.

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 \$119,019 was received in cash.

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 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 June 30, 2006, the Partnership's cash balance amounted to \$95,450. The level of cash balance maintained is at the discretion of the General Partner.

The Partnership has a renewable \$1,000,000 line of credit with National City Bank of Michigan/Illinois. The interest rate floats at 180 basis points above 1 month LIBOR which was 7.135% at June 30, 2006. As of June 30, 2006 the outstanding balance of this credit facility was \$660,000.

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 7.135% at June 30, 2006 and is due on October 19, 2010. This term note was established for the cost of the sewer connection at Old Dutch Farms. The outstanding balance under this agreement was \$662,500 at June 30, 2006.

The quarterly Partnership Management Distribution due to the General Partner during the first quarter results 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 68% at the end of June 2006, versus 75% a year ago. The average monthly rent in June 2006 was approximately \$499; compared to the \$488 average monthly rent in June 2005 (average rent not a weighted average).

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Aztec Estates	645	489	76%	\$543
Kings Manor	314	272	87	550
Old Dutch Farms	293	136	46	450
Park of the Four Seasons	<u>572</u>	<u>368</u>	<u>64</u>	<u>454</u>
Total on 6/30/06:	1,824	1,265	68%	\$499
Total on 6/30/05:	1,824	1,366	75%	\$488

*Not a weighted average

	GROSS REVENUE Three months ended		NET INCOME (LOSS) Three months ended		GROSS REVENUE Six months ended		NET INCOME (LOSS) Six months ended	
	06/30/06	06/30/05	06/30/06	06/30/05	06/30/06	06/30/05	06/30/06	06/30/05
Aztec Estates	\$1,133,837	\$996,818	\$705,898	\$418,320	\$2,511,478	\$1,963,265	\$1,237,674	\$771,676
Kings Manor	554,779	829,971	402,983	348,974	1,356,128	1,421,339	766,617	633,435
Old Dutch Farms	189,456	290,859	142,008	83,588	590,890	543,552	107,070	179,296
Park of the Four Seasons	<u>480,376</u>	<u>600,245</u>	<u>256,942</u>	<u>303,772</u>	<u>1,094,218</u>	<u>1,223,875</u>	<u>501,978</u>	<u>635,490</u>
	2,358,448	2,717,893	1,507,831	1,154,654	5,552,714	5,152,031	2,613,339	2,219,897
Partnership Management	7,713	4,011	(91,276)	(84,181)	11,457	6,182	(243,991)	(168,091)
Other Expenses			(128,242)	(158,113)			(256,682)	(302,504)
Interest Expense			(708,445)	(669,946)			(1,405,075)	(1,332,830)
Depreciation			(235,933)	(231,884)			(467,870)	(464,283)
TOTAL:	\$2,366,161	\$2,721,904	\$343,935	\$10,530	\$5,564,171	\$5,158,213	\$239,721	(\$47,811)

Comparison of Three months Ended June 30, 2006 to Three months Ended June 30, 2005

Gross revenues decreased \$355,743 to \$2,366,161 in 2006, as compared to \$2,721,904 in 2005. The decrease was the result of the elimination of home sale activities due to the sale of the home inventory to Uniprop Homes, Inc., as previously discussed.

As described in the Statements of Operations, total operating expenses were \$689,148 lower, moving from \$2,711,374 in 2005 to \$2,022,226. The decrease was also due to the elimination of home sale activities due to the sale of the home inventory to Uniprop Homes, Inc.

As a result of the aforementioned factors, the Partnership had net income of \$343,935 for the second quarter of 2006 compared to \$10,530 for the same quarter of the prior year.

Comparison of Six months Ended June 30, 2006 to Six months Ended June 30, 2005

Gross revenues increased \$405,958 to \$5,564,171 in 2006, as compared to \$5,158,213 in 2005. The increase was mainly due to other income from FEMA at Aztec Estates, and insurance proceeds for rebuilding the community center at Kings Manor due to hurricane Wilma.

As described in the Statements of Operations, total operating expenses were \$118,426 higher, moving from \$5,206,024 in 2005 to \$5,324,450 in 2006. The increase was mainly due to higher wages to manage the increased occupancy relating to FEMA at Aztec Estates, and clean up of hurricane Wilma at both Aztec Estates and Kings Manor.

As a result of the aforementioned factors, the Partnership had net income of \$239,721 for the first six months of 2006 compared to a net loss of \$47,811 for the same period 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.

Note Payable: At June 30, 2006, the Partnership had a note payable outstanding in the amount of \$30,531,659. Interest on this note is at a fixed annual rate of 8.24% through July 2007.

Line-of-Credit: At June 30, 2006 the Partnership owed \$660,000 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 7.135% as of June 30, 2006.

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 7.135% at June 30, 2006 and is due on October 19, 2010. This term note was established for the cost of the sewer connection at Old Dutch Farms. The outstanding balance under this agreement was \$662,500 at June 30, 2006.

Note Payable - Affiliate: The Partnership has an unsecured note with an affiliated entity that expires in January 2011 used for financing the purchase of managers' homes. Interest on the outstanding balance is charged at a fixed rate of 12%. The outstanding balance under this agreement was \$85,717 as of June 30, 2006.

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 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 Proceeding

See Note 3 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, General Partner

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

Dated: August 11, 2006

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: August 11, 2006

Signature: /s/ Paul M. Zlotoff

Paul M. Zlotoff, Principal Executive Officer
General Partner of P.I. Associates Limited Partnership
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 11, 2006

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, 2006 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 of Uniprop, Inc.

August 11, 2006

