

BCB BANCORP INC  
Form S-8  
July 14, 2011

Registration No. 333-\_\_\_\_\_

As filed with the Securities and Exchange Commission on July 14, 2011

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

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
BCB Bancorp, Inc.  
(Exact Name of Registrant as Specified in its Charter)

New Jersey  
(State or Other Jurisdiction of  
Incorporation or Organization)

26-0065262  
(I.R.S. Employer Identification  
No.)

104-110 Avenue C  
Bayonne, NJ 07002  
(Address of Principal Executive  
Offices)

Pamrapo Savings Bank, S.L.A. 401(k) Savings Plan  
(Full Title of the Plan)Copies to:

Mr. Donald Mindiak  
President and Chief Executive  
Officer  
BCB Bancorp, Inc.

104-110 Avenue C  
Bayonne, NJ 07002  
(201) 823-0700

(Name, Address and Telephone  
Number of Agent for Service)

Mr. Alan Schick, Esq.  
Luse Gorman Pomerenk &  
Schick, P.C.  
5335 Wisconsin Ave., N.W.,  
Suite 780  
Washington, D.C. 20015  
(202)-274-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

Accelerated filer [ ]

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Large accelerated filer

Non-accelerated filer  Smaller reporting  
company

(Do not check if a smaller reporting company)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. :

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Participation Interests	— (1)	—	—	— (2)

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(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Pursuant to Rule 457(h)(3) under the Securities Act of 1933, as amended, no registration fee is required to be paid.

This Registration Statement shall become effective upon filing in accordance with Section 8(a) of the Securities Act of 1933, as amended, and 17 C.F.R. § 230.462.

PART I.

Items 1 and 2. Plan Information and Registrant Information and Employee Plan Annual Information

This Registration Statement relates to the registration of an indeterminate number of participation interests in the Pamrapo Savings Bank, S.L.A. 401(k) Savings Plan (the "Plan"). The Plan was assumed by BCB Bancorp, Inc. (the "Company") at the time of the acquisition of Pamrapo Bancorp, Inc. Documents containing the information required by Part I of the Registration Statement have been or will be sent or given to participants in the Plan, as specified Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended.

Such documents are not being filed with the Commission, but constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

PART II.

Item 3. Incorporation of Documents by Reference

The following documents previously or concurrently filed with the Commission are hereby incorporated by reference in this Registration Statement:

- a) The Annual Report on Form 10-K for the Company for the year ended December 31, 2010 (File No. 000-50275), filed with the Commission on March 31, 2011, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended;
- b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since the end of the year covered by the Annual Report on Form 10-K referred to in (a) above; and
- c) The description of the Company's common stock contained in the Current Report on Form 8-K-12g3 filed with the Commission on May 1, 2003 (File No. 000-50275).

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this Registration Statement and to be a part thereof from the date of the filing of such documents. Any statement contained in the documents incorporated, or deemed to be incorporated, by reference herein or therein shall be deemed to be modified or superseded for purposes of this Registration Statement and the prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or therein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement and the prospectus.

All information appearing in this Registration Statement and the prospectus is qualified in its entirety by the detailed information, including financial statements, appearing in the documents incorporated herein or therein by reference.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

None.

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Item 6. Indemnification of Directors and Officers

Article VII of the Certificate of Incorporation of BCB Bancorp, Inc. (for purposes of this Item 6, the "Corporation") sets forth circumstances under which directors, officers, employees and agents of the Company may be insured or indemnified against liability which they incur in their capacities as such:

The Corporation shall indemnify its officers, directors, employees and agents and former officers, directors, employees and agents, and any other persons serving at the request of the Corporation as an officer, director, employee or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) incurred in connection with any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, with respect to which such officer, director, employee, agent or other person is party, or is threatened to be made a party, to the full extent permitted by the New Jersey Business Corporation Act. The indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any by-law, agreement, or vote of shareholders of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity, and (ii) shall insure to the benefit of the heirs, executors, and the administrators of any such person. The Corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any person or persons enumerated above against any liability asserted against or incurred by them or any of them arising out of their status as corporate directors, officers, employees, or agents whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article.

The Corporation shall, from time to time, reimburse or advance to any person referred to in this article the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding referred to in this article, upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the director or officer establishes that the director's or officer's acts or omissions (i) constitute a breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (ii) were not in good faith, (iii) involved a knowing violation of law, (iv) resulted in the director or officer receiving an improper personal benefit, or (v) were otherwise of such a character that New Jersey law would require that such amount(s) be repaid.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. List of Exhibits.

Regulation Document S-K Exhibit Number	Reference to Prior Filing or Exhibit No. attached hereto	
4	Form of Common Stock Certificate	*
5	Opinion of Luse Gorman Pomerenk & Schick, P.C.	Exhibit 5
23	Consent of Luse Gorman Pomerenk & Schick, A Professional Corporation	Contained in Exhibit 5
23	Consent of Independent Registered Public Accounting Firm	Exhibit 23.2
24	Power of Attorney	

\*Incorporated by reference to Exhibit 4 to the Registration Statement on Form 8-K-12g3 (File No. 000-50275) originally filed by the Company under the Exchange Act with the Commission on May 1, 2003, and all amendments or reports filed for the purpose of updating such description.

Item 9. Undertakings

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;
2. That, for the purpose of determining any liability under the Securities Act of 1933, as amended,, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Plan;
4. That, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
5. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bayonne, state of New Jersey, on this 14th day of July, 2011.

BCB BANCORP, INC.

By: / s / D o n a l d  
Mindiak  
President and Chief Executive  
Officer  
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of BCB Bancorp, Inc. (the "Company") hereby severally constitute and appoint Donald Mindiak, as our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said Donald Mindiak may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration of participation interests under the Pamrapo Savings Bank, S.L.A. 401(k) Savings Plan, including specifically, but not limited to, power and authority to sign for us in our names in the capacities indicated below the registration statement and any and all amendments (including post-effective amendments) thereto; and we hereby approve, ratify and confirm all that said Donald Mindiak shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

Signatures	Title	Date
/s/ Donald Mindiak Donald Mindiak	Director and Principal Executive Officer	July 14, 2011
/s/ Kenneth D. Walter Kenneth D. Walter	Director and Principal Financial Officer	July 14, 2011
/s/ Robert Ballance Robert Ballance	Director	July 14, 2011
/s/ Judith Q. Bielan Judith Q. Bielan	Director	July 14, 2011
	Director	July 14, 2011

/s/ Joseph J.  
Brogan  
Joseph J. Brogan

/s/ James E.  
Collins  
James E. Collins

Director

July 14, 2011

/s/ Thomas M.  
Coughlin  
Thomas M. Coughlin

Director

July 14, 2011

/s/ Mark D.  
Hogan  
Mark D. Hogan

Chairman of the Board

July 14, 2011

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/s/ Robert A. Hughes Robert A. Hughes	Director	July 14, 2011
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/s/ Joseph Lyga Joseph Lyga	Director	July 14, 2011
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/s/ Alexander Pasiechnik Alexander Pasiechnik	Director	July 14, 2011
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/s/ Joseph Tagliareni Joseph Tagliareni	Director	July 14, 2011
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The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bayonne, state of New Jersey, on this 14th day of July 2011

Pamrapo Savings Bank, S.L.A. 401(k) Savings Plan

By: /s/ Thomas M. Coughlin  
Thomas M. Coughlin  
Title: Chief Operating Officer

## EXHIBIT INDEX

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us Potential is in accordance with his employment agreement.

Name	Maximum 2008 Bonus Potential (Amount x Base Salary)	Core MH Revenues Target (1)	Core MH Occupancy Target (2)	Core Resort		
				Revenues Target (3)	Core NOI Target (4)	Discretionary Target (5)
Thomas P. Heneghan	2.0	20.0%	10.0%	10.0%	10.0%	50.0%
Joe B. McAdams	3.0	20.0%	10.0%	10.0%	10.0%	50.0%
Michael B. Berman	1.5	20.0%	10.0%	10.0%	10.0%	50.0%
Ellen Kelleher	1.5	20.0%	10.0%	10.0%	10.0%	50.0%
Roger A. Maynard	1.5	20.0%	10.0%	10.0%	10.0%	50.0%
Marguerite Nader	1.5	20.0%	10.0%	10.0%	10.0%	50.0%

(1) This target required achieving a benchmark in core manufactured home ( MH ) revenues for the year and was met for 2008. The total paid to all executive officers for this target was approximately \$690,000.

(2) This target required maintaining core MH occupancy for the year and was not met for 2008; therefore, no amounts were paid for this target.

- (3) This target required achieving a benchmark in core resort revenues during the first six months of 2008, which target was not met, and maintaining flat growth in resort revenues during the last six months of 2008, which target was met. The total paid to all executive officers for this target was approximately \$173,000.
- (4) This target required achieving a benchmark in core NOI growth for the year and was met for 2008. The total paid to all executive officers for this target was approximately \$345,000.

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(5) At the beginning of 2008, the Compensation Committee in consultation with Mr. Heneghan and Mr. McAdams, developed criteria upon which each executive officer would be evaluated and which would be used in determining their discretionary bonuses. During November 2008, each executive officer completed a self-evaluation against those criteria. In addition, Mr. McAdams completed a performance evaluation related to the discretionary target goals for each of the other executive officers, all of whom report directly to him. Mr. Heneghan completed a performance evaluation of Mr. McAdams, who reports directly to Mr. Heneghan. We reviewed these evaluations and considered the results of these evaluations in the overall assessment of each executive's performance. In addition, Mr. Heneghan provided us with his assessment of the Company's performance for 2008. Our evaluation of Mr. Heneghan's achievements included this assessment, as well as the attainment of goals by each of the other executive officers. Mr. McAdams was evaluated on his oversight of each of the executive officers reporting to him and the information technology department, as well as his achievements in integrating the various products available to our customers and creating a sales and marketing platform. Mr. Berman was evaluated on his oversight of accounting, financial reporting, and tax, as well as his achievements in the areas of creating relationships with capital providers, oversight of insurance programs, oversight of the budget and reforecast process, and the integration of Privileged Access, LP ( PA ). Ms. Nader was evaluated on her oversight of acquisitions and dispositions, as well as achievements related to the integration of PA, including overhead cost savings, her roles as chairperson of the cross-marketing taskforce and co-chairperson of the membership access taskforce. Ms. Kelleher was evaluated on her oversight of the legal, human resources, and internal audit departments, as well as her achievements related to the integration of PA and as chairperson of the occupancy taskforce. Mr. Maynard was evaluated on his oversight of the property operations and property infrastructure of the Company, as well as his achievements related to the integration of PA, and his roles as chairperson of the membership access taskforce and co-chairperson of the occupancy taskforce. The total paid to all executive officers for discretionary targets was approximately \$204,000 in May 2008 for the first quarter of 2008, approximately \$208,000 in July 2008 for the second quarter of 2008, and a final payment of approximately \$1,173,000 in January 2009. Mr. Heneghan and Mr. McAdams' discretionary targets were established on an annual basis.

***Retention and Long Term Incentive Compensation.*** The Stock Option and Award Plan was adopted in December 1992, and amended and restated from time to time, most recently effective March 23, 2001. The Stock Option and Award Plan and certain amendments thereto were approved by the Company's stockholders. A maximum of 6,000,000 shares of Common Stock are available for grant under the Stock Option and Award Plan. No more than 1,800,000 of the 4,000,000 shares added to the Stock Option and Award Plan since adoption may be issued as Restricted Common Stock Awards. No more than 250,000 shares of Common Stock may be subject to grants to any one individual in any calendar year. As of December 31, 2008, 1,099,242 shares of Common Stock remained available for grant; of these, 600,525 shares of Common Stock remained available for Restricted Common Stock Awards. Vesting of Restricted Common Stock Awards granted to executive officers under the Stock Option and Award Plan is typically over a three-year period. The vesting of Restricted Common Stock Awards is subject to acceleration in the case of death, disability and involuntary termination not for cause or change of control of the Company.

To provide long-term incentives for executive officers and to retain qualified officers, the Company has created performance and tenure-based stock option and Restricted Common Stock award programs pursuant to the authority set forth in the Stock Option and Award Plan. We recognize that the interests of stockholders are best served by giving key employees the opportunity to participate in the appreciation of the Company's Common Stock.

In accordance with the Stock Option and Award Plan, stock options are awarded at the NYSE's closing price of the Company's Common Stock on the date of grant. We have never granted options with an exercise price that is less than the closing price of the Company's Common Stock on the grant date, nor has it granted options on a date other than the

grant date.



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In December 2001, the Compensation Committee created the 2004 Long Term Restricted Stock Plan (the 2004 Award Program ), which provided for shares of Restricted Common Stock to be granted on January 5, 2004 to individuals who were employed by the Company on November 15, 2001 and on January 5, 2004 and who held the respective titles of Chief Executive Officer, Chief Operating Officer, General Counsel and Chief Financial Officer, as well as certain other titles, on such grant date. Shares granted on January 5, 2004 were subject to a further three year vesting schedule, with one-third vesting December 10, 2004, one-third vesting December 10, 2005 and one-third vesting December 10, 2006, with vesting based on an individual s tenure in such titled positions. In connection with the hiring of Mr. Berman, Chief Financial Officer of the Company, in September 2003, the Compensation Committee waived the requirement that Mr. Berman hold such title on November 15, 2001 in order to be eligible to receive a grant of Restricted Common Stock under the 2004 Program; as a result, Mr. Berman received such a grant on January 5, 2004. On January 5, 2004 under the 2004 Award Program, Mr. Heneghan was granted 40,000 shares; Mr. Berman was granted 25,000 shares; Mr. Maynard was granted 30,000 shares; Ms. Kelleher was granted 25,000 shares; and Ms. Nader was granted 7,500 shares. The shares issued under the 2004 Award Program were fully vested as of December 10, 2006.

On December 28, 2006, the Compensation Committee approved the issuance of 140,000 shares of Restricted Common Stock to the executive officers (the 2006 Award Program ). The 2006 Award Program was created pursuant to the authority set forth in the Stock Option and Award Plan. On December 28, 2006, the named executive officers were granted shares of Restricted Common Stock in accordance with the 2006 Award Program as follows: Mr. Heneghan was granted 40,000 shares; Mr. Maynard was granted 30,000 shares; Mr. Berman was granted 25,000 shares; Ms. Kelleher was granted 25,000 shares; and Ms. Nader was granted 20,000 shares. Such shares are subject to a three-year vesting schedule, with one-third vesting on December 31, 2007, one-third vesting on December 31, 2008 and one-third vesting on December 31, 2009.

On each of May 3, 2006, May 15, 2007 and May 8, 2008, Mr. Heneghan received a grant of options to purchase 10,000 shares of Common Stock, which he could elect to receive as 2,000 shares of Restricted Common Stock, for his service as a director during such years. Mr. Heneghan elected to receive his 2006 and 2007 awards as options to purchase 10,000 shares of Common Stock, and elected to receive his 2008 award as 2,000 shares of Restricted Common Stock. These options and shares of Restricted Common Stock were awarded in accordance with the Company s Stock Option and Award Plan, which provides that each Board member shall receive such annual award on the date of the first Board meeting following the Company s Annual Meeting. On such date, each director then in office will receive at the director s election either an annual grant of options to purchase 10,000 shares of Common Stock at the then-current market price or an annual grant of 2,000 shares of Restricted Common Stock. Each of these awards is subject to a vesting schedule, with one-third vesting on the date six months after the grant date; one-third vesting on the first anniversary of the grant date; and the remainder vesting on the second anniversary of the grant date.

On January 4, 2008, Mr. McAdams received a grant of 30,000 shares of the Company s restricted common stock in accordance with the terms of his employment agreement. Such shares are subject to a two-year vesting schedule, with one-third vesting on each of January 4, 2008, January 1, 2009, and January 1, 2010.

On May 15, 2007, the Board approved a Long Term Cash Incentive Plan (the LTIP ), effective as of January 1, 2007, together with an award thereunder as described below (the 2007 Award ), to provide a long-term cash bonus opportunity to members of the Company s senior management and executive officers, excluding the CEO and the President (the Participants ). Such Board approval was upon recommendation by the Compensation Committee. We excluded Mr. Heneghan from the LTIP, so that he could remain independent in providing assistance to the Compensation Committee in administration of the LTIP. Mr. McAdams was also excluded from the LTIP. The 2007 Award will be paid promptly upon completion of the Company s annual audit for the 2009 fiscal year contingent upon certain performance conditions being met, as discussed below, and each Participant remaining a full-time employee of

the Company until January 1, 2010.

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The 2007 Award payment (the Eligible Payment) is based upon the Company's Compound Annual Funds From Operations Per Share Growth Rate (FFO/Share CAGR) over the three-year period ending December 31, 2009 (the Performance Period). The amount of the Eligible Payment is determined by taking the FFO/Share CAGR, as determined by the Committee, and selecting the Eligible Payment from the table as established by the Compensation Committee. The FFO/Share CAGR shall be rounded down to the nearest whole number percentage because the FFO/Share CAGR shall not include the expense effects of the Plan.

Name	Eligible Payments Based on FFO/Share CAGR% (\$)					
	10.0%	11.0%	12.0%	13.0%	14.0%	15.0%
Michael Berman	200,000	250,000	300,000	350,000	400,000	450,000
Ellen Kelleher	200,000	250,000	300,000	350,000	400,000	450,000
Roger Maynard	200,000	250,000	300,000	350,000	400,000	450,000
Marguerite Nader	175,000	225,000	275,000	325,000	375,000	425,000

The Eligible Payment shall be further adjusted upward or downward based on the Company's Total Return for the Performance Period compared to a selected peer group. Total Return is derived from the SNL Financial database (snl.com) and is defined as the total return of a security over a period, including price appreciation and the reinvestment of dividends. With input from the CEO, we selected this peer group after an extensive review of other REITs and membership companies and a review of several factors for each of these companies, including market capitalization, number of employees, number of properties, shareholder returns, dividend returns, and FFO/share growth. The selected peer group of companies who are currently publicly traded consists of the following:

Apartment Investment and Management Company (AIV)	Home Properties, Inc. (HME)
AMB Property Corporation (AMB)	Healthcare Realty Trust, Inc. (HR)
AvalonBay Communities, Inc. (AVB)	HRPT Properties Trust (HRP)
Brandywine Realty Trust (BDN)	Host Hotels & Resorts, Inc. (HST)
BRE Properties, Inc. (BRE)	Kimco Realty Corporation (KIM)
Boston Properties, Inc. (BXP)	Liberty Property Trust (LRY)
CBL & Associates Properties, Inc. (CBL)	Mid-America Apartment Communities, Inc. (MAA)
Mack-Cali Realty Corporation (CLI)	Macerich Company (MAC)
Colonial Properties Trust (CLP)	National Retail Properties, Inc. (NNN)
Camden Property Trust (CPT)	Realty Income Corporation (O)
Developers Diversified Realty Corporation (DDR)	Corporate Office Properties Trust (OFC)
Duke Realty Corporation (DRE)	ProLogis (PLD)
Equity Residential (EQR)	Public Storage, Inc. (PSA)
Equity One, Inc. (EQY)	Regency Centers Corporation (REG)
Essex Property Trust, Inc. (ESS)	SL Green Realty Corp. (SLG)
First Industrial Realty Trust (FR)	Simon Property Group, Inc. (SPG)
Federal Realty Investment Trust (FRT)	Sovran Self Storage, Inc. (SSS)
General Growth Properties, Inc. (GGP)	United Dominion Realty Trust, Inc. (UDR)
Health Care REIT, Inc. (HCN)	Vornado Realty Trust (VNO)
Health Care Property Investors, Inc. (HCP)	Ventas, Inc. (VTR)
Highwoods Properties, Inc. (HIW)	Weingarten Realty Investors (WRI)

The 2007 Award Participants have the right to receive a pro rata share of the Eligible Payment, as adjusted, subject to satisfaction of conditions outlined in the Plan and the 2007 Award Agreement. During 2008 and 2007, the Company

accrued approximately \$77,700 and \$48,500, respectively, for each of Mr. Berman, Mr. Maynard, and Ms. Kelleher and approximately \$68,000 and \$42,500, respectively, for Ms. Nader related to the estimated Eligible Payment.

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**CEO Compensation.** Mr. Heneghan's 2008 compensation consists of a base salary of \$382,454 and an annual non-equity incentive compensation ( bonus ) award of \$611,926. During the year ended December 31, 2008, Mr. Heneghan acquired 27,999 shares of Restricted Common Stock upon vesting with a value of \$887,395. Mr. Heneghan is not a participant in the LTIP. On an annual basis, Mr. Heneghan receives an option to purchase 10,000 shares of Common Stock, which he can elect to receive as 2,000 shares of Restricted Stock, for his service as a director. We established Mr. Heneghan's compensation based on the principles previously discussed in this CD&A.

**Accounting and Tax Considerations.** On July 1, 2005, the Company began accounting for its stock options and stock awards in accordance with Statement of Financial Accounting Standard 123(R) Share Based Payment ( FAS 123(R) ).

The Company may or may not structure compensation arrangements to satisfy the requirements for performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended.

**Severance Benefits.** None of our named executive officers, with the exception of Mr. McAdams, have any arrangements that provide for payment of severance benefits. In accordance with his employment agreement, Mr. McAdams participates in a severance plan, which allows for payment of two times his base salary for the termination year, a pro-rata share of his potential bonus for the termination year and a continuation of all health insurance benefits for a period of up to 24 months following termination. If Mr. McAdams employment had been terminated without cause on December 31, 2008, he would have received a severance payment of \$600,000. In addition, he would have received his unvested Restricted Common Stock awards in the amount of 26,667 shares with a market value of approximately \$1,023,000 as of December 31, 2008.

**Non-Qualified Deferred Compensation.** We do not provide any non-qualified defined contribution or other deferred compensation plans.

**Post-Employment Compensation.** With the exception of Mr. McAdams, all of our employees, including our named executive officers, are employees-at-will and as such do not have employment contracts with us. We also do not provide post-employment health coverage or other benefits. Mr. McAdams is an employee-at-will, however, his employment is subject to an employment agreement, which provides for an initial term of three years and may be terminated at any time. The economic consequences of such termination are described in the Severance Benefits of this CD&A above. Mr. McAdams is also subject to a non-compete clause and shall have no authority, on behalf of the Company and its affiliates, to enter into any agreement with any entity controlling, controlled by or affiliated with Privileged Access, LP.

**Change in Control.** None of our named executive officers is entitled to payment of any benefits upon a change in control of the Company. The vesting of Restricted Common Stock Awards is subject to acceleration in the case of death, disability and involuntary termination not for cause or change of control of the Company. As of December 31, 2008, the value of all unexercised non-vested restricted stock awards previously awarded to the named executive officers was as follows:

Name	Number of Shares of Restricted Stock That Have Not Vested as of December 31, 2008 (#)	Market Value of Shares of Restricted Stock That Have Not Vested as of December 31, 2008 (\$)
Thomas P. Heneghan	14,668	562,664

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Joe McAdams	20,000	767,200
Michael B. Berman	8,334	319,692
Ellen Kelleher	8,334	319,692
Roger A. Maynard	10,000	383,600
Marguerite Nader	6,667	255,746

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**Perquisites and Other Benefits.** Our executives are entitled to few benefits that are not otherwise available to all of our employees. The perquisites we provided for the year ended December 31, 2008 are as follows. All employees who participated in our 401(k) plan received a matching contribution equal to 100% of the first 4% of the participant's compensation that has been contributed to the plan, up to a maximum matching contribution of \$9,200. Additionally, a discretionary profit sharing component of the 401(k) plan provides for a contribution to be made annually for each participant in an amount, if any, as determined by the Company. Mr. Heneghan, Ms. Kelleher and Mr. Berman each have a health club membership of which the Company pays \$600 of the annual membership fee. The Company has provided each of the executive officers with an indemnification agreement, however, the Company has paid no amounts under such agreements.

The Company has a non-qualified Employee Stock Purchase Plan ( ESPP ) in which certain employees and the directors may participate. Participants may acquire up to \$250,000 of Common Stock annually thru the ESPP at a 15% discount. All of the executive officers are participants in the ESPP. Discounts on such stock purchases are not considered a perquisite and are not included in the Summary Compensation Table as such discount is available to all salaried employees who elect to participate in the ESPP.

**2009 Changes to Executive Compensation.** On February 20, 2009, we approved the 2009 Executive Bonus Plan. Information regarding the 2009 Executive Bonus Plan was filed on Form 8-K with the Securities Exchange Commission ( SEC ) on February 25, 2009.

**COMPENSATION COMMITTEE REPORT**

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14-A and in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

*Respectfully submitted,*

Sheli Z. Rosenberg, Chair  
David J. Contis  
Gary L. Waterman

**SUMMARY COMPENSATION TABLE**

The following table includes information concerning compensation paid to or earned for the year ended December 31, 2008 by the Company's Chief Executive Officer, Chief Financial Officer and those persons who were, at December 31, 2008, the next four most highly compensated executive officers of the Company. The Company has not entered into any employment agreements with any of the named executive officers, except for Mr. McAdams. When setting total compensation for each of the executive officers, the Compensation Committee reviews all components of compensation, including equity and non-equity based compensation.

With the exception of Ms. Nader's 2006 Bonus award, the executive officers were not entitled to receive payments, which are characterized as Bonus payments for the years ended December 31, 2008, 2007 and 2006. In January 2007, February 2008 and February 2009, the Compensation Committee approved the final bonus payment for each executive officer, with such payments being based on pre-established performance targets. Such performance-based bonuses are characterized as Non-Equity Incentive Plan Compensation in the table. Total compensation amounts are based on the fair value of the stock awards and option awards granted to the executive officers, which includes amounts from awards granted prior to 2007.





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For the years ended December 31, 2008, 2007 and 2006, Salary accounted for approximately 22%, 24% and 34%, respectively, of total compensation; Stock Awards and Option Awards accounted for approximately 41%, 42% and 38%, respectively, of total compensation; and Non-Equity Incentive Plan Compensation accounted for approximately 36%, 33% and 25%, respectively, of total compensation.

Name and Principal Position(1)	Year	Salary (\$)	Bonus (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation		All Other Compensation (\$)(7)	Total (\$)
						STIP (\$)(5)	LTIP (\$)(6)		
Thomas P. Heneghan Chief Executive Officer	2008	382,454		775,227	24,171	611,926		9,800	1,803,578
	2007	371,315		732,267	38,906	568,112		9,800	1,720,400
& Director	2006	360,500		490,667	33,877	357,350		9,400	1,251,794
Joe B. McAdams(8) President	2008	300,000		876,000		720,000		9,200	1,905,200
	2007								
	2006								
Michael B. Berman Executive Vice President & Chief Financial Officer	2008	311,428		457,667		378,870	58,287	9,800	1,216,052
	2007	302,357		457,667		340,152	48,571	9,800	1,158,547
	2006	293,550		306,667		193,990		9,400	803,607
Ellen Kelleher Executive Vice President - Property Management & Secretary	2008	311,428		457,667		380,814	58,287	9,800	1,217,996
	2007	302,357		457,667		360,561	48,571	9,800	1,178,956
	2006	293,550		306,667		193,990		9,400	803,607
Roger A. Maynard Executive Vice President - Asset Management	2008	311,428		549,200		378,969	58,287	9,200	1,307,084
	2007	302,357		549,200		340,152	48,571	9,200	1,249,480
	2006	293,550		368,000		193,990		8,800	864,340
Marguerite Nader Executive Vice President - Sales & Marketing	2008	257,500		366,133		323,484	58,287	9,200	1,014,604
	2007	250,000		366,133		286,875	42,500	9,200	954,708
	2006	180,250	50,000	92,000		116,667		8,800	447,717

- (1) Each of the named executive officers is also a member of the Company's Management Committee.
- (2) In April 2006, Ms. Nader was awarded a special bonus of \$50,000 for her services on the Thousand Trails lease transaction.
- (3) These amounts reflect the dollar amount of compensation expense recognized for financial statement reporting purposes for the years ended December 31, 2008, 2007 and 2006, in accordance with FAS 123(R), related to restricted stock awards issued pursuant to the Company's Stock Option and Award Plan and thus may include amounts from awards granted in and prior to 2007.

On January 5, 2004, the following shares of Restricted Common Stock were issued to each executive officer pursuant to the 2004 Award Program, as described in the Compensation Discussion and Analysis ( CD&A ) section of this Proxy Statement. Each of these awards was subject to a vesting schedule, with one-third of the award vesting on December 10, 2004; one-third vesting on December 10, 2005; and the remainder vesting on December 10, 2006. One-third of the value of these awards is shown in the Stock Awards column of this table for 2006.

<b>Name</b>	<b>Number of Shares</b>	<b>Total Value (\$)</b>
Thomas P. Heneghan	40,000	1,472,000
Michael B. Berman	25,000	920,000
Ellen Kelleher	25,000	920,000
Roger A. Maynard	30,000	1,104,000
Marguerite Nader	7,500	276,000

On December 28, 2006, shares of restricted Common Stock were issued to each executive officer pursuant to the 2006 Program, as described in the CD&A and shown in the Grants of Plan Based Awards table. One-third of the value of these awards is shown in the Stock Awards column of this table for each of 2008 and 2007.

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On May 8, 2008, Mr. Heneghan received a grant of options to purchase 10,000 shares of Common Stock for his service as a director during such year, which he elected to receive as 2,000 shares of Restricted Common Stock. Such award is subject to a vesting schedule, with one-third vesting on the date six months after the grant date; one-third vesting on the first anniversary of the grant date; and the remainder vesting on the second anniversary of the grant date.

On January 4, 2008, Mr. McAdams received a grant of 30,000 shares of restricted Common Stock in accordance with his employment agreement. Such award is subject to a vesting schedule, with one-third vesting immediately on January 4, 2008, one-third vesting on January 1, 2009, and one-third vesting on January 1, 2010.

All holders of Restricted Common Stock receive any dividends paid on such shares.

- (4) These amounts reflect the dollar amount of compensation expense recognized for financial statement reporting purposes for the years ended December 31, 2008, 2007 and 2006, in accordance with FAS 123(R), related to stock options issued pursuant to the Company's Stock Option and Award Plan, and thus may include amounts from awards granted in a year prior to 2008, 2007 or 2006, as applicable.

On May 4, 2004, May 10, 2005, May 3, 2006, and May 15, 2007, Mr. Heneghan received a grant of options to purchase 10,000 shares of Common Stock for his service as a director during such years. Each of these option awards is subject to a vesting schedule, with one-third vesting on the date six months after the grant date; one-third vesting on the first anniversary of the grant date; and the remainder vesting on the second anniversary of the grant date.

Refer to Note 13, Stock Option Plan and Stock Grants, in the Notes to the Consolidated Financial Statements included in the 2008 Form 10-K filed on March 2, 2009 for the relevant assumptions used to determine the valuation of our option awards.

- (5) The executive officers' annual bonus is based on pre-established performance targets as communicated to the executives at the beginning of the year, and therefore, such bonus amounts are classified as non-equity incentive plan compensation in this table.

In February 2008, March 2007, and February 2006, the Compensation Committee approved the 2008, 2007 and 2006 bonus potential and performance targets, respectively. In February 2009, February 2008, and January 2007, after assessment of the achievement of such performance targets, the Compensation Committee approved and the executives received their annual non-equity incentive awards for each of the years ended December 31, 2008, 2007, and 2006, respectively. A portion of the 2008 bonus potential was paid in March 2008 and July 2008, after finalization of the first quarter 2008 and second quarter 2008 earnings, respectively. See the CD&A section of this Proxy Statement for further discussion of the 2008, 2007 and 2006 performance targets.

On February 20, 2009, the Compensation Committee approved the 2009 Executive Bonus Plan. Information regarding the 2009 Executive Bonus Plan was filed on Form 8-K with the SEC on February 25, 2009.

- (6) These amounts reflect compensation expense accrued in accordance with FAS 123(R) related to the 2007 Award granted on May 15, 2007 under the Company's LTIP. See the CD&A section of this Proxy Statement for further discussion of this 2007 Award.
- (7) Includes employer-matching contributions pursuant to the Equity LifeStyle Properties, Inc. Retirement Savings Plan of \$9,200, \$9,200 and \$8,800 for the years ending December 31, 2008, 2007 and 2006, respectively. In

addition, the Company paid a \$600 annual health club membership fee for Mr. Heneghan, Mr. Berman and Ms. Kelleher.

- (8) On January 4, 2008, the Company entered into an employment agreement effective as of January 1, 2008 (the Agreement ) with Mr. McAdams appointing him as President of the Company. The Agreement provides for an initial term of three years, but such Agreement may be terminated at any time. The Agreement provides for a minimum annual base salary of \$300,000. Mr. McAdams is also eligible to receive an annual non-equity incentive compensation payment ( Bonus ) in an amount up to three times his base salary. Such Bonus payment is based on certain performance benchmarks established by the Company s Compensation Committee at the beginning of each year.

**Table of Contents****GRANTS OF PLAN-BASED AWARDS**

The following table sets forth certain information with respect to options and Restricted Common Stock granted to our named executive officers for the years ended December 31, 2008, 2007 and 2006.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards		Units (#)(5)	All Other Stock Awards: Number of Shares of Stock or Underlying	All Other Option Awards; Number of Securities	Exercise or Base Price of Option	Grant Date Fair Value of Stock and Option Awards (\$)(8)
		Threshold Target (\$)	Maximum (\$)					
Thomas P. Heneghan	5/8/08			2,000				96,660
	2/25/08(1)	382,454	764,908					
	05/15/2007					10,000	\$ 53.30	44,700
	03/07/2007(2)	519,841	742,630					
	12/28/2006			40,000				2,196,800
Joe B. McAdams	05/03/2006					10,000	\$ 43.56	38,743
	02/01/2006(3)	483,525	750,750					
	2/25/08(1)	450,000	900,000					
	01/04/08			30,000				1,278,000
Michael B. Berman	2/25/08(1)	233,571	467,142					
	05/15/2007(4)	900,000	900,000					
	03/07/2007(2)	317,475	453,536					
	12/28/2006			25,000				1,373,000
	02/01/2006(3)	262,485	407,550					
Ellen Kelleher	2/25/08(1)	233,571	467,142					
	05/15/2007(4)	900,000	900,000					
	03/07/2007(2)	317,475	453,536					
	12/28/2006			25,000				1,373,000
Roger A. Maynard	02/01/2006(3)	262,485	407,550					
	2/25/08(1)	233,571	467,142					
	05/15/2007(4)	900,000	900,000					
	03/07/2007(2)	317,475	453,536					
	12/28/2006			30,000				1,647,600
Marguerite Nader	02/01/2006(3)	262,485	407,550					
	2/25/08(1)	193,125	386,250					

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05/15/2007(4)	850,000	850,000		
03/07/2007(2)	262,500	375,000		
12/28/2006			20,000	1,098,400
02/01/2006(3)	157,500	245,000		

- (1) Payment of the 2008 award was based on the following performance targets being achieved: 20% related to achieving a benchmark in core MH revenues; 10% related to maintaining core MH occupancy; 10% related to achieving a benchmark in core resort revenues; 10% related to achieving a benchmark in core NOI growth; and 50% was at the discretion of the Compensation Committee after evaluation of each executive officer's performance, including an analysis of successes and challenges during the year. The 2008 target amounts reflect the non-discretionary portion of the annual award.
- (2) Payment of the 2007 annual award was based on the following performance targets being achieved: 45% related to increasing property operating revenues and resort revenues and increasing portfolio occupancy in our core property operations; 17.5% related to maintaining and/or increasing sales volumes and increasing profitability in our sales operations; 7.5% related to developing criteria and an improved monitoring system for all capital expenditures; and 30% was at the discretion of the Compensation Committee after evaluation

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of each executive officer's performance, including an analysis of successes and challenges during the year. The 2007 target amounts reflect the non-discretionary portion of the annual award.

- (3) The 2006 maximum payout amounts include a 2005 carryover bonus of \$210,000 for Mr. Heneghan, \$114,000 for Mr. Berman, Ms. Kelleher, and Mr. Maynard, and \$70,000 for Ms. Nader. Payment of the 2006 annual award was based on the following performance targets being achieved: 35% of the bonus target related to increasing property operating revenues and resort revenues and maintaining portfolio occupancy in our core property operations; 35% related to maintaining and/or increasing sales volumes, maintaining sales profitability, and reducing site development costs in our sales operations; and 30% was at the discretion of the Compensation Committee after consideration of factors such as acquisitions and their integration into operations, dispositions, evaluation of new developments and expanding our development capability, balance sheet transactions, legal issues and strategies, marketing initiatives, and technology projects. The 2006 target amounts reflect the non-discretionary portion of the annual award. In addition, 50% of the 2005 carryover bonus was included in the core property operations target for 2006 and the remainder was included in the discretionary portion.
- (4) The 2007 Award issued under the LTIP provides for a minimum payout of \$0 and a maximum payout as indicated for each executive officer. The 2007 Award did not specify a targeted payout amount, therefore, we have disclosed the target payout at the same level as the maximum payout in this table.
- (5) These amounts reflect the number of shares of Restricted Common Stock granted to each named executive officer pursuant to the Stock Option and Award Plan. Mr. Heneghan's 2008 award was for his services as a Director of the Company. Mr. McAdams' 2008 award was in accordance with his employment agreement.
- (6) These amounts reflect the grant of options to purchase shares of Common Stock to each named executive officer pursuant to the Stock Option and Award Plan. Mr. Heneghan's 2007 and 2006 awards were for his services as a Director of the Company.
- (7) The exercise price of stock option awards is equal to the closing price of the Company's Common Stock on the grant date as reported by the NYSE.
- (8) Refer to Note 13, Stock Option Plan and Stock Grants, in the Notes to the Consolidated Financial Statements included in the 2008 Form 10-K filed on March 2, 2009 for the relevant assumptions used to determine the valuation of our option awards.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END**

The following table includes certain information with respect to the value of all unexercised stock options and non-vested restricted stock awards previously awarded to the named executive officers as of December 31, 2008.

		<b>Option Awards(1)</b>		<b>Stock Awards(2)</b>	
<b>Number of Securities Underlying Unexercised Options</b>	<b>Number of Securities Underlying Unexercised Options</b>	<b>Option</b>	<b>Option</b>	<b>Number of Shares or Units of Stock That</b>	<b>Market Value of Shares or Units of Stock That</b>

<b>Name</b>	<b>(#) Exercisable</b>	<b>(#) Unexercisable</b>	<b>Exercise Price</b>	<b>Expiration Date</b>	<b>Have Not Vested (#)</b>	<b>Have Not Vested (\$)</b>
Thomas P. Heneghan	6,666	3,334	\$ 53.30	05/15/2017	14,668	562,664
	10,000		\$ 43.56	05/03/2016		
	10,000		\$ 37.35	05/10/2015		
Joe B. McAdams					20,000	767,200
Michael B. Berman					8,334	319,692
Ellen Kelleher					8,334	319,692
Roger A. Maynard					10,000	383,600
Marguerite Nader					6,667	255,746



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- (1) Each of these option awards is subject to a vesting schedule, with one-third vesting on the date six months after the grant date; one-third vesting on the first anniversary of the grant date; and the remainder vesting on the second anniversary of the grant date.
- (2) With the exception of Mr. McAdams and Mr. Heneghan, each of these stock awards was issued on December 28, 2006 and is subject to a vesting schedule, with one-third vesting on December 31, 2007; one-third vesting on December 31, 2008; and the remainder vesting on December 31, 2009 (the 2006 Issuance Vesting ). Mr. Heneghan was issued 40,000 stock awards on December 28, 2006, which are subject to the 2006 Issuance Vesting. Mr. Heneghan was also issued 2,000 stock awards on May 8, 2008, which are subject to a vesting schedule, with one-third vesting on the date six months after the grant date; one-third vesting on the first anniversary of the grant date; and the remainder vesting on the second anniversary of the grant date. Mr. McAdams was issued 30,000 stock awards on January 4, 2008, which are subject to a two-year vesting schedule, with one-third vesting on January 4, 2008; one-third on January 1, 2009; and the remainder on January 1, 2010. Upon vesting of these stock awards, the Company may buy back a portion of the stock to provide the executive officer with the ability to receive the vested stock net of applicable tax effects. The market value of Stock Awards that had not vested as of December 31, 2008 was based on a closing price of the Company's Common Stock on December 31, 2008 of \$38.36.

**OPTION EXERCISES AND STOCK VESTED**

The following table includes certain information with respect to the option exercises and stock vested for each of the executive officers named above for the year ended December 31, 2008.

Name	Option Awards		Stock Awards	
	Number of Shares	Value	Number of Shares	Value Realized on Vesting (\$)
	Acquired on Exercise(#)	Realized on Exercise (\$)	Acquired on Vesting(#)(1)	
Thomas P. Heneghan(2)	10,000	\$ 466,478	27,999	887,394
Joe B. McAdams			10,000	438,000
Michael B. Berman			8,333	302,988
Ellen Kelleher(2)			18,333	571,588
Roger A. Maynard(2)			14,000	471,040
Marguerite Nader(2)			10,667	349,852

- (1) Upon vesting of these stock awards, the Company bought back 666, 3,288, 3,645, and 4,875 shares from Mr. Heneghan, Ms. Kelleher, Mr. Maynard, and Ms. Nader, respectively, to allow the executives to receive the vested stock net of applicable tax effects.
- (2) Includes shares of restricted stock granted on November 24, 1998, which were fully vested on January 1, 2004, but remained restricted for a ten-year period due to certain performance criteria not being met. Mr. Heneghan, Ms. Kelleher, Mr. Maynard and Ms. Nader received 14,000 shares, 10,000 shares, 4,000 shares, and 4,000 shares, respectively, on November 24, 2008 upon expiration of the restriction period.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The Compensation Committee members for the period January 1, 2008 to February 23, 2009 were Ms. Rosenberg, Mr. Waterman and Mr. Walker. On February 24, 2009, Mr. Contis replaced Mr. Walker as a member of the Compensation Committee. For a description of certain transactions with Board members or their affiliates, see Certain Relationships and Related Transactions.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

This table sets forth information with respect to persons who are known to own more than 5% of the 25,233,184 outstanding shares of Common Stock as of March 6, 2009.

Name and Business Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percentage of Class
Samuel Zell and entities affiliated with Samuel Zell and Ann Lurie and entities affiliated with Ann Lurie(2) Two North Riverside Plaza Chicago, Illinois 60606	3,835,880	15.2%
Morgan Stanley(3) 1585 Broadway New York, New York 10036	2,950,952	11.7%
Deutsche Bank AG(4) Taunusanlage 12, D-60325 Frankfurt am Main Federal Republic of Germany	2,644,301	10.5%
Cohen & Steers, Inc.(5) 280 Park Avenue New York, New York 10017	2,241,182	8.9%
The Vanguard Group, Inc.(6) 100 Vanguard Blvd. Malvern, Pennsylvania 19355	1,805,943	7.2%
General Motors Employees Global Group Pension Trust(7) c/o General Motors Investment Management Corporation 767 Fifth Avenue New York, New York 10153	1,503,765	6.0%

(1) MHC Operating Limited Partnership (the Operating Partnership ) is the entity through which the Company conducts substantially all of its operations. Certain limited partners of the Operating Partnership own units of limited partnership interest ( OP Units ) which are convertible into an equivalent number of shares of Common Stock. In accordance with SEC regulations governing the determination of beneficial ownership of securities, the percentage of Common Stock beneficially owned by a person assumes that all OP Units held by the person are exchanged for Common Stock, that none of the OP Units held by other persons are so exchanged, that all options exercisable within 60 days of the Record Date to acquire Common Stock held by the person are exercised and that no options to acquire Common Stock held by other persons are exercised.

(2) Includes Common Stock, OP Units which are exchangeable for Common Stock, and options to purchase Common Stock which are currently exercisable or exercisable within 60 days of the Record Date owned as follows. A portion of these amounts have been pledged as security for certain loans.

	<b>Common Stock</b>	<b>OP Units</b>	<b>Options</b>
Samuel Zell	437,091		659,998
Samuel Zell Revocable Trust	10,551		
Helen Zell Revocable Trust	2,000		
Samstock/SZRT, L.L.C.	294,133	13,641	
Samstock/ZGPI, L.L.C.	6,003		
Samstock, L.L.C.	446,000	601,665	
Samstock/ZFT, L.L.C.	8,887	187,278	
Samstock/Alpha, L.L.C.	8,887		
EGI Holdings, Inc.		579,873	
EGIL Investments, Inc.		579,873	
<b>TOTALS:</b>	1,213,552	1,962,330	659,998

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Mr. Zell does not have a pecuniary interest in the 2,000 shares of Common Stock shown above held by the Helen Zell Revocable Trust, the trustee of which is Helen Zell, Mr. Zell's spouse.

The number in the table includes 469,777 shares of Common Stock and 1,948,689 OP Units in which Mr. Zell has a pecuniary interest, but with respect to which he does not have voting or dispositive power. 469,777 shares of Common Stock and 1,368,816 OP Units are indirectly owned by trusts established for the benefit of Mr. Zell and his family, the trustee of which is Chai Trust Company, L.L.C. ( Chai Trust ). Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power with respect to such Common Stock or OP Units. Additionally, 579,873 OP Units are held by EGIL Investments, Inc. ( EGIL ). Under a shareholders agreement dated December 31, 1999, trusts established for the benefit of the family of Ann and Robert Lurie have the power to vote and to dispose of the OP Units beneficially owned by EGIL. Mr. Zell disclaims beneficial ownership of such 469,777 shares of Common Stock and 1,948,689 OP Units, except to the extent of his pecuniary interest therein.

- (3) Pursuant to a Schedule 13G filed with the SEC for calendar year 2008, Morgan Stanley and its wholly-owned subsidiary, Morgan Stanley Investment Management Inc. ( MSIM ), are the beneficial owners of 2,950,952 shares of Common Stock, including shares owned through accounts managed by them on a discretionary basis. MSIM has sole voting power over 1,443,325 shares of Common Stock, shared voting power over 224 shares of Common Stock, and sole dispositive power over 2,460,928 shares of Common Stock. Morgan Stanley has sole voting power over 1,780,847 shares of Common Stock, shared voting power over 224 shares of Common Stock, and sole dispositive power over 2,950,952 shares of Common Stock.
- (4) Pursuant to a Schedule 13G filed with the SEC for calendar year 2008, Deutsche Bank AG is the beneficial owner of 2,644,301 shares of Common Stock on behalf of the Corporate and Investment Banking business group and Corporate Investments business group of Deutsche Bank AG and its subsidiaries and affiliates. Of these shares, RREEF America, L.L.C. is the reported beneficial owner of 2,151,854 shares; Deutsche Investment Management Americas is the reported beneficial owner of 329,520 shares; Deutsche Asset Management Australia Ltd is the reported beneficial holder of 148,142 shares; DWS Investments S.A. is the reported beneficial holder of 7,400 shares; and Deutsche Bank Trust Corp Americas is the reported beneficial holder of 7,385 shares.
- (5) Pursuant to a Schedule 13G filed with the SEC for calendar year 2008, Cohen & Steers, Inc. is the beneficial owner of 2,241,182 shares of Common Stock and has sole voting power over 1,845,256 shares of Common Stock and sole dispositive power over 2,241,182 shares of Common Stock.
- (6) Pursuant to a Schedule 13G filed with the SEC for calendar year 2008, The Vanguard Group, Inc. is the beneficial owner of 1,805,943 shares of Common Stock and has sole voting power over 25,388 shares of Common Stock and sole dispositive power over 1,805,943 shares of Common Stock.
- (7) Pursuant to a Schedule 13F filed with the SEC for calendar year 2008, the shares of Common Stock reported herein are held of record by JP Morgan Chase Bank, N.A., acting as trustee (the Trustee ) for the General Motors Hourly-Rate Employees Pension Trust and General Motors Salaried Employees Pension Trust (the Plans ), which were formed under and for the benefit of one or more employee benefit plans of General Motors Corporation ( GM ) and its subsidiaries and unrelated employers. These shares may be deemed to be owned beneficially by General Motors Investment Management Corporation ( GMIMCo ), a wholly owned subsidiary of GM. GMIMCo's principal business is providing investment advice and investment management services with respect to the assets of the Plans and of certain direct and indirect subsidiaries of GM and other entities. The Trustee may vote and dispose of the shares held by the GM Trust Fund only pursuant to the direction of GMIMCo personnel, and accordingly beneficial ownership of the shares by the Trustee is disclaimed.



**Table of Contents****SECURITY OWNERSHIP OF MANAGEMENT**

The following table sets forth, as of March 6, 2009, certain information with respect to the Common Stock that may be deemed to be beneficially owned by each director of the Company, by the executive officers named in the Summary Compensation Table and by all such directors and executive officers as a group. The address for each of the directors and executive officers is c/o Equity LifeStyle Properties, Inc., Two North Riverside Plaza, Suite 800, Chicago, Illinois 60606. Unless otherwise indicated, each person has sole investment and voting power, or shares such power with his or her spouse, with respect to the shares set forth in the following table.

Name of Beneficial Holder	Shares of Common Stock(1)	Shares Upon Exercise of Options(2)	Total	Percentage of Class(3)
Michael B. Berman	57,894		57,894	*
Philip C. Calian(4)	20,000		20,000	*
Donald S. Chisholm	84,068		84,068	*
David J. Contis	1,068		1,068	*
Thomas E. Dobrowski	9,390		9,390	*
Thomas P. Heneghan(5)	213,715	26,666	240,381	*
Ellen Kelleher	208,565		208,565	*
Roger A. Maynard	52,498		52,498	*
Joe B. McAdams	39,474	40,000	79,474	*
Marguerite Nader	23,058		23,058	*
Sheli Z. Rosenberg(6)	215,958	25,000	240,958	*
Howard Walker	120,981	24,999	145,980	*
Gary L. Waterman	105,634		105,634	*
Samuel Zell(7)	3,175,882	659,998	3,835,880	15.2%
All directors and executive officers as a group (14 persons) including the above-named persons	4,328,185	776,663	5,104,848	20.2%

\* Less than 1%

- (1) The shares of Common Stock beneficially owned includes OP Units that can be exchanged for an equivalent number of shares of Common Stock.
- (2) The amounts shown in this column reflect shares of Common Stock subject to options, which are currently exercisable or exercisable within 60 days of the Record Date.
- (3) In accordance with SEC regulations governing the determination of beneficial ownership of securities, the percentage of Common Stock beneficially owned by a person assumes that all OP Units held by the person are exchanged for Common Stock, that none of the OP Units held by other persons are so exchanged, that all options

exercisable within 60 days of the Record Date to acquire Common Stock held by the person are exercised and that no options to acquire Common Stock held by other persons are exercised.

- (4) A portion of these shares may be placed on margin.
- (5) Includes 27,333 shares of Common Stock beneficially owned by Mr. Heneghan's spouse, as to which Mr. Heneghan disclaims beneficial ownership.
- (6) Includes 11,530 OP Units beneficially owned by Ms. Rosenberg, which are exchangeable into 11,530 shares of Common Stock. Also includes approximately 75,563 shares of Common Stock beneficially owned by Ms. Rosenberg's spouse, as to which Ms. Rosenberg disclaims beneficial ownership.
- (7) Mr. Zell does not have a pecuniary interest in 2,000 shares of Common Stock reported above held by the Helen Zell Revocable Trust, the trustee of which is Helen Zell, Mr. Zell's spouse.

The number in the table includes 469,777 shares of Common Stock and 1,948,689 OP Units in which Mr. Zell has a pecuniary interest but with respect to which he does not have voting or dispositive power.



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469,777 shares of Common Stock and 1,368,816 OP Units are indirectly owned by trusts established for the benefit of Mr. Zell and his family, the trustee of which is Chai Trust. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power with respect to such Common Stock or OP Units. Additionally, 579,873 OP Units are held by EGIL. Under a shareholders' agreement dated December 31, 1999, trusts established for the benefit of the family of Ann and Robert Lurie have the power to vote and to dispose of the OP Units beneficially owned by EGIL. Mr. Zell disclaims beneficial ownership of such 469,777 shares of Common Stock and 1,948,689 OP Units, except to the extent of his pecuniary interest therein.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The Audit Committee is responsible for reviewing and approving all material transactions with any related party. Related parties include any of our directors or executive officers and their immediate family members. Our policy regarding related party transactions is outlined in the Company's Business Ethics and Conduct Policy, a copy of which can be found on the Company's website. Our Business Ethics and Conduct Policy requires all directors, officers and employees who may have a potential or apparent conflict of interest to immediately notify the Company's Senior Vice President - Legal. Further, to identify related party transactions, we submit and require our directors and executive officers to complete Director and Officer Questionnaires identifying any transactions with us in which the director, executive officer, or their family members have an interest.

On August 14, 2008, the Company acquired substantially all of the assets and assumed certain liabilities of Privileged Access for an unsecured note payable of \$2.0 million (the "PA Transaction"). Prior to the purchase, Privileged Access had a 12-year lease with the Company for 82 Properties that terminated upon closing. At closing, approximately \$4.8 million of Privileged Access cash was deposited into an escrow account for liabilities that Privileged Access has retained. The balance in the escrow account as of December 31, 2008 was approximately \$3.2 million. In approximately two years, the excess cash in the escrow account, if any, will be paid to the Company.

The preliminary purchase price allocation has been recorded as of August 14, 2008. The preliminary allocation does not include a receivable for the contingent cash as the amount and timing of collection is uncertain. Further adjustments to the purchase price allocation may be necessary within the one-year allocation period allowed by FAS 141.

Mr. McAdams, the Company's President effective January 1, 2008, owns 100 percent of Privileged Access. The Company entered into an employment agreement, as previously described in the CD&A section of the Proxy Statement. Mr. McAdams is also subject to a non-compete clause and to mitigate potential conflicts of interest shall have no authority, on behalf of the Company and its affiliates, to enter into any agreement with any entity controlling, controlled by or affiliated with Privileged Access. Prior to forming Privileged Access, Mr. McAdams was a member of our Board of Directors from January 2004 to October 2005. Simultaneous with his appointment as president of Equity Lifestyle Properties, Inc., Mr. McAdams resigned as Privileged Access's Chairman, President and CEO. However, he was on the board of PATT, until the entity was dissolved in 2008.

Mr. Heneghan, the Company's CEO, was a member of the board of PATT, pursuant to the Company's rights under its resort Property leases with Privileged Access to represent the Company's interests from April 14, 2006 to August 13, 2008. Mr. Heneghan did not receive compensation in his capacity as a member of such board.

In connection with the PA Transaction, the Company hired most of the property employees and certain property management and corporate employees of Privileged Access. Subsequent to the PA Transaction, the Company has reimbursed Privileged Access for services provided by Privileged Access employees retained by Privileged Access, which were necessary for the transition of the former Privileged Access operations to the Company.

Privileged Access had the following substantial business relationships with the Company, which were all terminated with the closing of the PA Transaction on August 14, 2008.

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Prior to August 14, 2008, the Company was leasing approximately 24,300 sites at 82 resort Properties (which includes 60 Properties operated by a subsidiary of Privileged Access known as the TT Portfolio ) to Privileged Access or its subsidiaries. For the years ended December 31, 2008, 2007, and 2006 we recognized approximately \$15.8 million, \$20.5 million, and \$17.8 million, respectively, in rent from these leasing arrangements. The lease income is included in Income from other investments, net in the Company's Consolidated Statement of Operations. As of December 31, 2008 and 2007, no payments and \$0.1 million in lease payments, respectively, remain to be received under these leases. During the year ended December 31, 2008, the Company reimbursed Privileged Access approximately \$2.7 million for capital improvements. In 2007, the Company made no reimbursements to Privileged Access.

Effective January 1, 2008, the leases for these Properties provide for the following significant terms: a) annual fixed rent of approximately \$25.5 million b) annual rent increases at the higher of Consumer Price Index ( CPI ) or a renegotiated amount based upon the fair market value of the Properties, c) expiration date of January 15, 2020, and d) two 5-year extension terms at the option of Privileged Access. The January 1, 2008 lease for the TT Portfolio also included provisions where the Company paid Privileged Access \$1 million for entering into the amended lease. The \$1 million payment was being amortized on a pro-rata basis over the remaining term of the lease as an offset to the annual lease payments and the remaining balance at August 14, 2008 of \$0.9 million was expensed and is included in Income from other investments, net during the year ended December 31, 2008.

The Company had subordinated its lease payment for the TT Portfolio to a bank that loaned Privileged Access \$5 million. The Company acquired this loan as part of the PA Transaction and paid off the loan during the year ended December 31, 2008.

From June 12, 2006 through July 14, 2008, Privileged Access had leased 130 cottage sites at Tropical Palms, a resort Property located near Orlando, Florida. For the years ended December 31, 2008 and 2007, we earned approximately \$0.8 million and \$1.5 million, respectively, in rent from this leasing arrangement. The lease income is included in the Resort base rental income in the Company's Consolidated Statement of Operations. As of December 31, 2008 and 2007, no payments and \$0.4 million in lease payments were outstanding, respectively, under this lease. The Tropical Palms lease expired on July 15, 2008, and the entire property was leased to a new independent operator for 12 years.

On April 14, 2006, the Company loaned Privileged Access approximately \$12.3 million at a per annum interest rate of prime plus 1.5%, maturing in one year and secured by Thousand Trails membership sales contract receivables. During the year ended December 31, 2008 and 2007, we received no payments and principal repayments of \$12.3 million, respectively, and no amounts remain outstanding on this receivable. Interest income recorded by the Company for the years ended December 31, 2008 and 2007 was zero and approximately \$0.5 million, respectively. There was no Interest receivable due as of the year ended December 31, 2008 and 2007.

The Company previously leased 40 to 160 sites at three resort Properties in Florida, to a subsidiary of Privileged Access from October 1, 2007 until August 14, 2008. The sites varied during each month of the lease term due to the seasonality of the resort business in Florida. For the year ended December 31, 2008, we recognized less than \$0.2 million in rent from this leasing arrangement. The lease income is included in the Resort base rental income in the Company's Consolidated Statement of Operations. As of December 31, 2008, and December 31, 2007, no amounts were outstanding under this lease.

The Company previously leased 40 to 160 sites at Lake Magic, a resort Property in Clermont, Florida, to a subsidiary of Privileged Access from December 15, 2006 until September 30, 2007. The sites varied during

each month of the lease term due to the seasonality of the resort business in Florida. For the year ended December 31, 2008, we recognized approximately \$0.2 million in rent from this leasing arrangement. The lease income is included in the Resort base rental income in the Company's Consolidated Statement of Operations. As of December 31, 2008 and 2007, no amounts are outstanding under this lease.

The Company had an option to purchase the subsidiaries of Privileged Access, including TT, beginning on April 14, 2009, at the then fair market value, subject to the satisfaction of a number of significant contingencies ( ELS Option ). The ELS Option terminated with the closing of the PA Transaction on

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August 14, 2008. The Company had consented to a fixed price option where the Chairman of PATT could acquire the subsidiaries of Privileged Access anytime before December 31, 2011. The fixed price option also terminated on August 14, 2008.

Privileged Access and the Company previously agreed to certain arrangements in which we utilized each other's services. Privileged Access assisted the Company with functions such as: call center management, property management, information technology, legal, sales and marketing. During the year ended December 31, 2008, the Company incurred expenses of approximately \$0.6 million for the use of Privileged Access employees and no payments were payable to Privileged Access as of December 31, 2008 and December 31, 2007. The Company received approximately \$0.1 million from Privileged Access for Privileged Access use of certain Company information technology resources during the year ended December 31, 2008. The Company and Privileged Access had engaged a third party to evaluate the fair market value of such employee services.

In addition to the arrangements described above, the Company had the following smaller arrangements with Privileged Access. In each arrangement, the amount of income or expense, as applicable, recognized by the Company for the year ended December 31, 2008 is less than \$0.2 million and there are no amounts due under these arrangements as of December 31, 2008 or December 31, 2007.

Since November 1, 2006, the Company leased 41 to 44 sites at 22 resort Properties to Privileged Access (the Park Pass Lease ). The Park Pass Lease terminated with the closing of the PA Transaction on August 14, 2008.

The Company and Privileged Access entered into a Site Exchange Agreement beginning September 1, 2007 and ending May 31, 2008. Under the Site Exchange Agreement, the Company allowed Privileged Access to use 20 sites at an Arizona resort Property known as Countryside. In return, Privileged Access allowed the Company to use 20 sites at an Arizona resort Property known as Verde Valley Resort (a property in the TT Portfolio).

The Company and Privileged Access entered into a Site Exchange Agreement for a one-year period beginning June 1, 2008 and ending May 31, 2009. Under the Site Exchange Agreement, the Company allowed Privileged Access to use 90 sites at six resort Properties. In return, Privileged Access allowed the Company to use 90 sites at six resort Properties leased to Privileged Access. The Site Exchange Agreement was terminated with the closing of the PA Transaction on August 14, 2008.

On September 15, 2006, the Company and Privileged Access entered into a Park Model Sales Agreement related to a Texas resort Property in the TT Portfolio known as Lake Conroe. Under the Park Model Sales Agreement, Privileged Access was allowed to sell up to 26 park models at Lake Conroe. Privileged Access was obligated to pay the Company 90% of the site rent collected from the park model buyer. All 26 homes have been sold as of December 31, 2007. The Park Model Sales Agreement terminated with the closing of the PA Transaction on August 14, 2008.

The Company advertises in Trailblazer magazine that was published by a subsidiary of Privileged Access prior to August 14, 2008. Trailblazer is an award-winning recreational lifestyle magazine for active campers, which is read by more than 65,000 paid subscribers. Beginning on August 14, 2008, the Company began publishing Trailblazer in accordance with the terms of the PA Transaction.

On July 1, 2008, the Company and Privileged Access entered into an agreement, where Privileged Access sold the Company's used resort cottages at certain Properties leased to Privileged Access. The Company paid Privileged Access a commission for selling the inventory and the agreement was terminated on August 14, 2008.

On April 1, 2008, the Company entered into a lease for a corporate apartment located in Chicago, Illinois for use by Mr. McAdams and other employees of the Company and Privileged Access. The Company paid monthly rent payments, plus utilities and housekeeping expenses and Mr. McAdams reimbursed the Company for a portion of the rent. Prior to August 14, 2008, Privileged Access reimbursed the Company for a portion of the rent and utilities and housekeeping expenses. Such lease terminated on December 31, 2008.

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**Corporate headquarters**

The Company leases office space from Two North Riverside Plaza Joint Venture Limited Partnership, an entity owned in part by certain of the Zell family trusts. Fees paid to this entity amounted to approximately \$689,000, \$768,000 and \$624,000 for the years ended December 31, 2008, 2007 and 2006, respectively. As of December 31, 2008 and 2007, approximately \$62,000 and \$0, respectively, were accrued with respect to this office lease. The annual revenues of Two North Riverside Plaza Joint Venture Limited Partnership are substantially less than one percent of the aggregate annual revenues of the Zell family trusts and Mr. Zell's interests. In addition, the fees paid by the Company to Two North Riverside Plaza Joint Venture Limited Partnership for the years ended December 31, 2008, 2007 and 2006 are substantially less than one percent of the aggregate annual revenues of the Zell family trusts and Mr. Zell's interests. The independent members of the Board, excluding Mr. Zell, have reviewed and approved the rates charged by the EGI affiliate in connection with the lease of the Company's office space.

**Other**

In January 2009, the Company entered into a consulting agreement with the son of Mr. Howard Walker, to provide assistance with the Company's internet web marketing strategy. Mr. Walker is Vice-Chairman of the Company's Board of Directors. The consulting agreement is for a term of six months at a total cost of \$48,000. The independent members of the Board, excluding Mr. Walker, have reviewed and approved this consulting agreement.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act (Section 16(a)) requires the Company's executive officers and directors, and persons who own more than 10% of the Common Stock, to file reports of ownership and changes of ownership with the SEC and the NYSE. Executive officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on the Company's review of the copies of those forms received by the Company, or written representations from executive officers and directors that no Forms 5 were required to be filed for the fiscal year ended December 31, 2008, all appropriate Section 16(a) forms were filed in a timely manner.

**STOCKHOLDER PROPOSALS FOR THE 2010 ANNUAL MEETING**

Stockholder proposals intended to be presented at the 2010 Annual Meeting must be received by the Secretary of the Company no later than December 7, 2009, in order to be considered for inclusion in the Company's proxy statement and on the proxy card that will be solicited by the Board in connection with the 2010 Annual Meeting.

In addition, if a stockholder desires to bring business before an Annual Meeting of Stockholders, which is not the subject of a proposal for inclusion in the Company's proxy materials, the stockholder must follow the advance notice procedures outlined in the Company's Bylaws. The Company's Bylaws provide that in order for a stockholder to nominate a candidate for election as a director at an Annual Meeting or propose business for consideration at such Annual Meeting, notice must generally be given to the Secretary of the Company no more than 90 days nor less than 60 days prior to the first anniversary of the preceding year's Annual Meeting. The 2009 Annual Meeting is scheduled for May 12, 2009. Therefore, if a stockholder desires to present a proposal for the 2010 Annual Meeting without seeking to include the proposal in the Company's proxy materials, the Company must receive notice of the proposal no earlier than February 11, 2010 and no later than March 13, 2010. Copies of the Bylaws may be obtained from the Secretary of the Company by written request.





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**2008 ANNUAL REPORT**

Stockholders are concurrently being furnished with a copy of the Company's 2008 Annual Report and Form 10-K. Additional copies of the 2008 Annual Report and Form 10-K and of this Proxy Statement are available at [www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=26115](http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=26115) or by contacting Equity LifeStyle Properties, Inc, Attn: Investor Relations, at Two North Riverside Plaza, Suite 800, Chicago, Illinois 60606 (toll-free number: 1-800-247-5279 or email: [investor\\_relations@mhchomes.com](mailto:investor_relations@mhchomes.com)). Copies will be furnished promptly at no additional expense.

**HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (such as banks and brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will be householding our proxy materials. A single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the impacted stockholders. Once you have received notice from your broker that they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, please notify us, by directing your written request to: Equity LifeStyle Properties, Inc., Two North Riverside Plaza, Suite 800, Chicago, Illinois 60606; Attn: Ellen Kelleher, Secretary. Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request householding of their communications should contact their broker as specified above.

**OTHER MATTERS**

The Board knows of no other matters to be presented for stockholder action at the Annual Meeting. If any other matters are properly presented at the Annual Meeting for action, it is intended that the persons named in the accompanying proxy and acting thereunder will vote in accordance with their best judgment on such matters.

By Order of the Board of Directors

Ellen Kelleher  
*Executive Vice President Property Management  
and Secretary*

March 31, 2009  
Chicago, Illinois

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**ANNUAL MEETING OF STOCKHOLDERS OF  
EQUITY LIFESTYLE PROPERTIES, INC.  
May 12, 2009  
PROXY VOTING INSTRUCTIONS**

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

Vote by phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:** The Notice of meeting, proxy statement and proxy

card are available at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=26115>

ê Please detach along perforated line and mail in the envelope provided **IF** you are not voting via telephone. ê

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1 AND 2.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK  
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1. ELECTION OF DIRECTORS:

**NOMINEES:**

**FOR ALL NOMINEES**

ï Philip C. Calian

ï David J. Contis

**WITHHOLD AUTHORITY  
FOR ALL NOMINEES**

ï Thomas E. Dobrowski

ï Thomas P. Heneghan

ï Sheli Z. Rosenberg

**FOR ALL EXCEPT**  
(See instructions below)

- Howard Walker
- Gary L. Waterman
- Samuel Zell

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

		FORAGAINST	ABSTAIN
2.	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2009.	<input type="radio"/>	<input type="radio"/>

MARK  HERE IF YOU PLAN TO ATTEND THE MEETING.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**EQUITY LIFESTYLE PROPERTIES, INC.  
TWO NORTH RIVERSIDE PLAZA, SUITE 800, CHICAGO, ILLINOIS 60606  
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS  
SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**As an alternative to completing this form, you may enter your vote instruction by telephone at 1-800-PROXIES, and follow the simple instructions. Use the Company Number and Account Number shown on your proxy card.**

The undersigned stockholder of Equity LifeStyle Properties, Inc., a Maryland corporation (the Company), hereby appoints SAMUEL ZELL and THOMAS P. HENEGHAN, or either of them, with full power of substitution in each of them, to attend the Annual Meeting of Stockholders of the Company to be held on Tuesday, May 12, 2008, at 1:00 p.m. Central time (the Meeting), and any adjournment or postponement thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Meeting and otherwise to represent the undersigned at the Meeting with all powers possessed by the undersigned if personally present at the Meeting. The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and of the accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Meeting. The votes entitled to be cast by the undersigned will be cast as instructed on the reverse side. If this proxy is executed but no instruction is given, the votes entitled to be cast by the undersigned will be cast for each of the nominees for director, and for the ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2009, as described in the Proxy Statement, and in the discretion of the proxy holder on any other matter that may properly come before the Meeting or any adjournment or postponement thereof.

**(Continued and to be signed on the reverse side.)**

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