STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $4,500,000.00.

Affiant

Subscribed to and sworn to before me, this the 26th day of August, 1993.

Notary Public

My Commission Expires: 11/2/96

ARBORS OF BRENTWOOD II
SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, **SCP NASHVILLE PARTNERS L.P., a Delaware limited partnership** ("Grantor"), whose mailing address is 515 North State Street, Suite 2100, Chicago, Illinois 60610, has granted, bargained and sold, and by these presents does transfer and convey unto **EQR-ARBORS VISTAS, INC., an Illinois corporation** ("Grantee"), whose mailing address is Two North Riverside Plaza, Suite 600, Chicago, Illinois 60606, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee (the "Property"), which is described on Exhibit "A" attached hereto and incorporated herein and made a part hereof and commonly known as "Arbors of Brentwood II", 100 Brentwood Place, Nashville, Tennessee 37211.

The Property is conveyed subject to the following matters attached hereto as Exhibit "B". AS TO Tract 3 ONLY

TO HAVE AND TO HOLD the Property with the appurtenances, hereditaments, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that, subject to the matters set forth above, the property is unencumbered by matters arising through or under Grantor.

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Grantor further covenants and binds itself and its successors, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever, claims through or under Grantor, except claims arising out of the matters set forth above.

Grantor warrants and represents that the actual consideration or value, whichever is greater for this transfer, is $4,500,000.00.

WITNESS our hands this 11th day of August, 1993, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

SCP NASHVILLE PARTNERS, L.P., a Delaware limited partnership

By: Arbors Holdings, Inc., a Delaware corporation, its general partner

By: _____
Its: Ex VP

56334
IDENTIF. & REFERENCE

93 AUG 26 PM 3:57

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Personally appeared before me, the undersigned, a Notary Public, Madison F. Grose, with whom I am personally acquainted, and who acknowledged that he/she executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Executive Vice President of ARBORS HOLDING, INC., a Delaware corporation that is the general partner of SCP NASHVILLE PARTNERS, L.P., a Delaware limited partnership, and is authorized by the corporation, the corporation being authorized by the limited partnership, to execute this instrument on behalf of the limited partnership.

WITNESS my hand, at office, this 11th day of August, 1993.

Patricia M. Maggioncalda
Notary Public

My Commission Expires:_____

This instrument was prepared by and after recording should be mailed to:

Jon Waller
Rosenberg & Liebentritt, P.C.
Two N. Riverside Plaza
Suite 1601
Chicago, Illinois 60606

Address new Owner and
Send subsequent tax bills to:

EQR-ARBORS VISTAS, INC.
c/o First Property Management
2 N. Riverside Plaza, Suite 600
Chicago, Illinois 60606

Tax Parcel No. 161-55

W:\WPDOCS\GENERAL\WSF\STARW\DEEDS\WSF1793F
ARBORS OF BRENTWOOD II

" OFFICIAL SEAL "
PATRICIA M. MAGGIONCALDA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/30/94

EXHIBIT A

TRACT 3 - ARBORS OF BRENTWOOD II

LAND in Davidson County, Tennessee, being Lot No. 2, on the plan of Phase II, Arbors of Brentwood, as shown on plat of record in Plat Book 6250, Page 880, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description, and being more particularly described as follows:

Beginning at a point on the Easterly margin of Edmonson Pike, said point being the southwesterly corner of the Crow Arbors of Brentwood Assoc. Property, as of record in Book 6435, Page 290 Register's Office Davidson County, Tennessee, and also being the most northwesterly point of the herein described tract; thence with the common line of the said Crow Arbors of Brentwood Assoc. Property and the herein described tract south 88°24'19" east a distance of 337.55 feet to a point; thence south 02°53'42" west a distance of 141.34 feet to a point on the northerly margin of the (unimproved) Warren Avenue, (now closed); thence with the northerly line of Warren Avenue (now closed) north 89°39'18" east a distance of 466.15 feet to a point; thence continuing north 88°53'20" east a distance of 358.43 feet to a point; thence continuing north 89°22'42" east a distance of 666.13 feet to a point on the westerly line of the George T. Hicks property, as of record in Book 5489, Page 6 Register's Office Davidson County, Tennessee, thence leaving the said northerly line of Warren Avenue, and with the westerly line of the George T. Hicks property, as of record in Book 5489, Page 6, Register's Office, Davidson County, Tennessee, south 02°29'58 east a distance of 50.03 feet to a point; thence south 00°57'28" west a distance of 453.34 feet to an existing iron pin; thence leaving the said George T. Hicks property, and with the northerly line of the Seretha R. Oldham property, as of record in Book 6055, Page 410 Register's Office Davidson County, Tennessee, and Book 6043, page 515 Register's Office, Davidson County, Tennessee, north 89°02'19" west a distance of 1221.57 feet to an existing iron pin; thence leaving the said Seretha R. Oldham Property, and with the common line of the Thelma R. Rucker property, as of record in Book 5241, Page 156, Register's Office Davidson County, Tennessee, and the herein described tract, north 00°54'57" west a distance of 135.03 feet to an existing iron pin; thence north 80°11'26" west a distance of 294.33 feet to an existing iron pin; thence north 85°36'28" west a distance of 312.44 feet to a point on the easterly margin of said Edmonson Pike; thence with the said easterly margin of Edmonson Pike north 01°21'15" east a distance of 407.35 feet to the point of beginning, containing 18.75 more or less acres.

BEING the same property conveyed to SCP Nashville Partners, L.P. by deed from Arbors of Brentwood, Phase II Limited Partnership, of Record in Book 8922, page 556, said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Acts of Purchaser, and those claiming by, through and under Purchaser.

2. General and special taxes and assessments not yet delinquent.

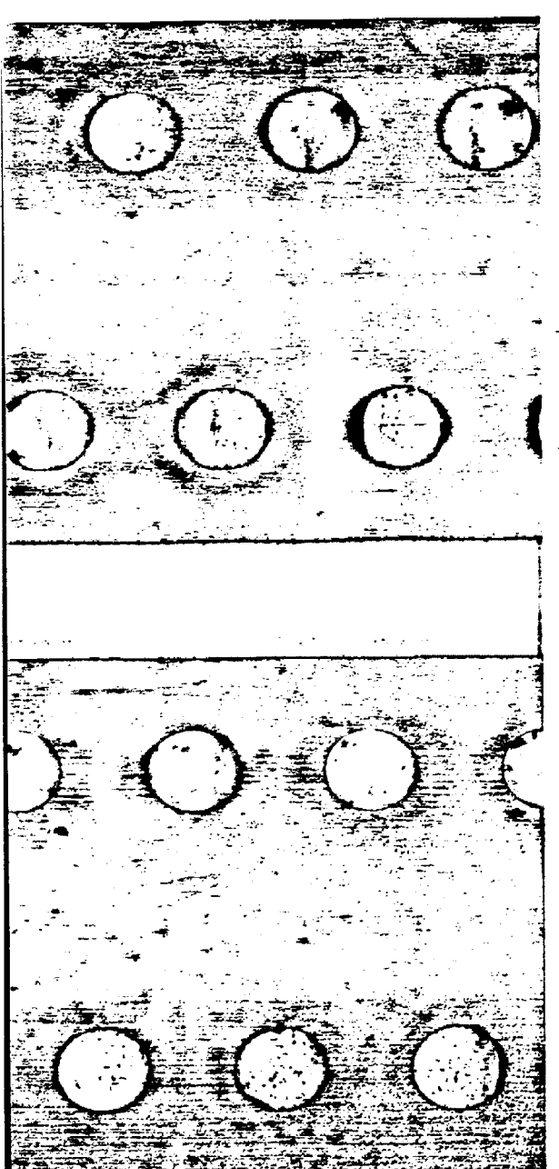
3. Zoning, building and other governmental and quasi-governmental laws, ordinances codes, rules and regulations.

4. Covenants, conditions, restrictions, and private or public utility easements or record together with easements or claims of easements not shown by the public records.

5. Encroachments, overlaps, boundary line disputes, or other matters which would be disclosed by an accurate survey or inspection of the Property.

6. Any and all exceptions to title listed in Schedule B to that certain marked-up Owners Commitment for Title Insurance issued by Commonwealth Land Title Insurance Company, Commitment No. CW930503-A, down dated as of the date hereof.

4460 08/26 0101 03CHECK 16663.00



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT	4500000.00
			CON TX	16650.00
			PRFEE	1.00
			WDEED	12.00
			TOTAL	16663.00
			CHECK	16663.00
08/26/93	01		15:56 0001	4460

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

56334
IDENTIF. # REFERENCE

93 AUG 26 PM 3:57
REGISTER
DAVIDSON CO., TN.

No. 690757