0219618

IDENTIF. & REFERENCE

This instrument prepared by:

Melvin K. Lippe
Altheimer & Gray
10 South Wacker Dr., Suite 3800
Chicago, Illinois 60606

96 AUG 29 PM 4:11

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

SPECIAL WARRANTY DEED

BOOK 10172 PG 341

ADDRESS NEW OWNER(S) AS FOLLOWS			SEND TAX BILLS TO			MAP PARCEL NUMBERS
(NAME) ERP Operating Limited Partnership			(NAME) Brixworth Apartments			103-16-19.00
(STREET ADDRESS OR ROUTE NUMBER) Two North Riverside Plaza Suite 400 Attention: General Counsel			(STREET ADDRESS) Property Tax Department Two North Riverside Plaza P.O. Box A-3879			
(CITY) Chicago	(STATE) Illinois	(ZIP) 60606	(CITY) Chicago	(STATE) Illinois	(ZIP) 60690-3879	

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, JMB Institutional Apartment Partnership - I, an Illinois limited partnership, has this day bargained and sold, and does hereby transfer and convey unto the said ERP Operating Limited Partnership, an Illinois limited partnership the Grantee herein, its successors, heirs and assigns, certain real estate in Davidson County, Tennessee as follows:

See Exhibit "A" attached hereto and a part hereof

STATE OF ILLINOIS
COUNTY OF COOK

The actual consideration or value whichever is greater, for this transfer is $11,700,000

Subscribed and sworn to before me this the 22nd day of August

"OFFICIAL SEAL"
SUSAN M. WHELIHAN
Notary Public State of Illinois
My Commission Expires 11/20/99

Affiant

Notary Public

My commission expires 11/20/99

Affix Seal

This is unimproved ( ) improved (X) property,
known as Brixworth Apartments, intersection of Vine Court and Harding Road, Nashville, Tennessee

(House Number) (Street) (P.O. Address) (City or Town)

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee its successors, heirs and assigns forever we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those matters set forth on Exhibit "B" attached hereto and made a part hereof and all easements, rights of way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record.

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantee, its successors, heirs and assigns, against the lawful claims of all persons, claiming by, through or under the grantor, except for those matters set forth on Exhibit "B" attached hereto and made a part hereof and all easements, rights of way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record.

Whenever used, the singular number shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

Witness our hand this 27th day of August, 1996, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

JMB INSTITUTIONAL APARTMENT PARTNERSHIP - I, an Illinois limited partnership

BOOK 10172 PG 342

By: Heitman/JMB Institutional Realty Advisors, Inc., an Illinois corporation, Corporate General Partner

By: _____
Its: Executive Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

Before me, SUSAN M. WHELIHAN, a Notary Public of the State and County aforesaid, personally appeared HOWARD J. EDELMAN with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged HIM self to be the EXECUTIVE VICE PRESIDENT of Heitman/JMB Institutional Realty Advisors, Inc., the within named bargainor, an Illinois corporation, Corporate General Partner of JMB Institutional Apartment Partnership - I, an Illinois limited partnership, and that ___ he as such EXECUTIVE VICE PRESIDENT being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by HIM self as EXECUTIVE VICE PRESIDENT, on behalf of said partnership for the uses and purposes therein set forth.

Witness my hand and official seal, at office in CHICAGO, ILLINOIS, this 27th day of AUGUST, 1996

_____
Notary Public

"OFFICIAL SEAL"
SUSAN M. WHELIHAN
Notary Public, State of Illinois
My Commission Expires 11/20/99

My Commission Expires: 11/20/99

2461 08/29 0101 03CHECK 43307.00

LXZ04593.DOC blc 08/19/96 1:41pm

"EXHIBIT A"

Being a parcel of land in Nashville, First Civil District, Davidson County, Tennessee, located in the southwesterly quadrant of the intersection of Vine Court and Harding Road being Lot No 1 as shown on the plan of Brixworth Apartments as of record in Book 5800, Page 202, R O.D.C , and a portion of Ensworth Avenue closed by Metropolitan Council Bill No. O83-1344, and being more particularly described as follows:

BEGINNING at a point in the westerly right-of-way line of Vine Court, said point being the southerly terminus of a curve return to the southerly right-of-way line of Harding Road;

THENCE, with said westerly right-of-way line S 01° 20' 00" W 231.68 feet to an iron pin;

THENCE, with the southerly terminus of Vine Court S 88° 40' 00" E 25.00 feet to an iron pin in the centerline of Ensworth Avenue closed by Metropolitan Council Bill No. O83-1344;

THENCE, with said centerline S 01° 20' 00" W 189.00 feet to an iron pin in the northerly terminus of Ensworth Avenue;

THENCE, with said terminus N 88° 40' 00" W 25 00 feet to an iron pin;

THENCE, with the westerly right-of-way line of Ensworth Avenue S 01° 20' 00" W 521.89 feet to a concrete monument;

THENCE, leaving said right-of-way line with the northerly line of property conveyed to Richard Treadway et ux by deed of record in Book 4993, Page 500, R.O.D.C., N 86° 36' 02" W 349.02 feet to a concrete monument;

THENCE, leaving said line with the easterly line of Windsor Tower Condominium Apartments as of record in Book 5200, Page 71, R.O.D.C. the following calls:

N 01° 40' 18" E 175.23 feet to an iron pin;

N 35° 19' 40" E 285.86 feet to an iron pin;

N 21° 06' 46" W 376.34 feet to an iron pin in the southerly right-of-way line of Harding Road;

THENCE, with said right-of-way line with a curve to the right 351.46 feet to an iron pin, said curve having a central angle of 07° 08' 22", a radius of 2820.50 feet, a tangent of 175.96 feet, and a chord of N 58° 15' 25" E 351.23 feet;

THENCE, continuing with said right-of-way line with a curve to the right 52.14 feet the point of beginning, said curve having a central angle of 119° 30' 22", a radius of 25.00 feet, a tangent of 42.87 feet and a chord of S 58° 25' 11" E 43.19 feet.

Containing 258,400 square feet or 5.93 acres, more or less.

Being the same property conveyed to JMB Institutional Apartment Partnership-I, an Illinois limited partnership, by Deed from Brixworth, Ltd., a Tennessee limited partnership, of record in Book 7444, page 841, Register's Office for Davidson County, Tennessee.

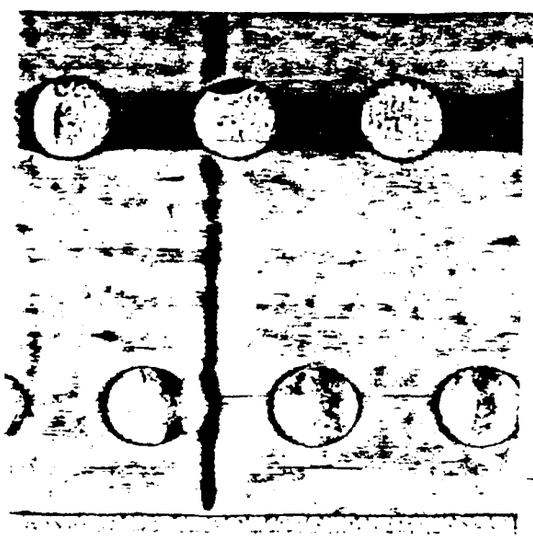
EXHIBIT B

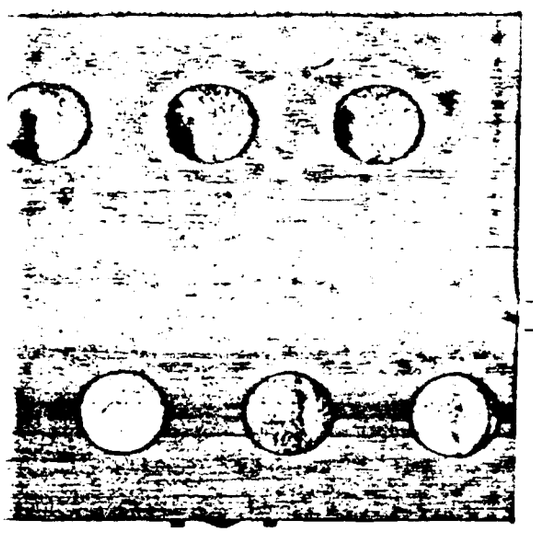
1. Taxes and assessments for 1996 and subsequent years, a lien, but not yet due and payable.

2. Subject to matters shown on plan of record in Book 5800, page 202, Register's Office for Davidson County, Tennessee.

3. Existing unrecorded leases and all rights thereunder of the tenants and of any person claiming by, through or under the leases as reflected on the attached rent roll, as tenants.

4. Easements and rights retained in Metropolitan Government of Nashville and Davidson County, Tennessee, Ordinance No. 083-1344 relating to that portion of the premises formerly within the right-of-way of Ensworth Avenue Closed and abandoned pursuant to said Ordinance No. 083-1344.





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

RECEIVED OF _____

FOR _____

BOOK 10172 PG 345

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

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

02196 18
IDENTIF. # REFERENCE

96 AUG 29 PM 4:11
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

CAMT
11,700,000.00

CON TX	43290.00
PRFEE	1.00
WDEED	16.00
TOTAL	43307.00
CHECK	43307.00

08/29/96 01 16:13 0001 2461

No. 1024986