BOOK 11356 PG. 347

Box 35 (46)

QUIT CLAIM DEED

THIS INSTRUMENT PREPARED BY:

Shelley L. Dunck, Esq.
Equity Residential Properties Trust
2 North Riverside Plaza, Suite 400
Chicago, Illinois 60606

QUIT CLAIM DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
EQR-Tennessee Limited Partnership c/o Equity Residential Properties Trust Two North Riverside Plaza, Suite 400 Chicago, Illinois 60606	Property Tax Department P.O. Box 3879 Chicago, Illinois 60606	Map 163, Parcel 301

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, ERP OPERATING LIMITED PARTNERSHIP, an Illinois limited partnership ("Grantor"), does here bargain, sell, remise, release, quitclaim and convey unto EQR-TENNESSEE LIMITED PARTNERSHIP, an Illinois limited partnership ("Grantee"), certain real property in Davidson County, Tennessee, described on Exhibit A attached hereto, together with the buildings, structures and improvements thereon (the "Property").

This is improved property known as Cambridge at Hickory Hollow, 660 Bell Road, Antioch, Tennessee

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed on this 28th day of December, 1998.

ERP OPERATING LIMITED PARTNERSHIP,
an Illinois limited partnership

By: Equity Residential Properties Trust, a Maryland real estate investment trust, Its general partner

By: _____
Name: SHELLEY L. DUNCK
Its: FIRST VICE PRESIDENT

0553385
IDENTIF. # REFERENCE

99 FEB 25 PM 3:01
REGISTER
DAVIDSON COUNTY, TN.

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RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

STATE OF Illinois)
)
COUNTY OF Cook)

Personally appeared before me, the undersigned, a Notary Public, Shelley Dunck, with whom I am personally acquainted, who acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is the First Vice President of EQUITY RESIDENTIAL PROPERTIES TRUST, a Maryland real estate investment trust that is general partner of ERP OPERATING LIMITED PARTNERSHIP, an Illinois limited partnership and is authorized by the limited partnership to execute this instrument on behalf of the limited partnership.

WITNESS my hand, at office, this 28th day of December, 1998.

OFFICIAL SEAL
PATRICIA M NESTI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/27/02

Notary Public

My Commission Expires:

2/27/02

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BOOK 11356 PG. 349

STATE OF Illinois)
)
COUNTY OF Cook)

The actual consideration or value (whichever is greater) of the real property being transferred is $ -0- .

Affiant

Subscribed and sworn to before me, this 28th day of December, 1998.

OFFICIAL SEAL
PATRICIA M NESTI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/27/02

Notary Public

My Commission Expires:

2/27/02

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EXHIBIT "A"

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Bell road, north of Zelida, being part of Lot No. 1 as shown on the plan of Cambridge at Hickory Hollow as of record in Book 9700, Page 2, R.O.D.C. and being more particularly described as follows:

Beginning at a concrete monument is the easterly right-of-way line of Bell Road, said monument being northerly 1,000 feet more or less, from Zelida.

THENCE, with said right-of-way line the following calls:

N 03°45' 31" E, 140.44 feet to a point with a curve to the right 733.48 feet to point, said curve having a central angle of 30° 44' 02", a radius of 1367.39 feet, a tangent of 375.80' feet and a chord of N 18° 02' 04" E 724.72 feet;
with a curve to the right 92.37 feet to a point,
said curve having a central angle of 03° 48' 23", a radius of 1390.39 feet, a tangent of 46.20 feet and a chord of N 36° 35' 13" E 92.35 feet;

N 38° 29' 29" E 14.03 feet to a point;
S 51° 30' 24" E 6.94 feet to a point;
N 29° 23' 56" E 25.32 feet to a point;
N 38° 36' 19" E 30.88 feet to a point;
N 38° 29' 22" E 57.11 feet to a point;

THENCE, leaving said right-of-way line with the southerly line of property conveyed to Preakness Apartments, Inc., by deed of record in Book 9405, Page 627 R.O.D.C. the following calls:

S 50° 55' 29" E, 654.56 feet to a point;
S 19° 04' 03"W, 250.00 flat to a point;
S 60° 19' 52" E, 450.08 feet to a point in the northwesterly line of property conveyed to Hickory Manor Limited by deed of record in Book 9542, Page 728, R.O.D.C.;

THENCE, with said line S 38° 54' 38" W, 127.31 feet to an iron pin.

THENCE, continuing with a said line S 45° 58' 31" W, 1,112.00 feet to a point in the northerly line of property conveyed to TBCREC Residential No. 1 as of record in Book 8539, Page 765, R.O.D.C.;

THENCE, with said line N 88° 54' 54" W 50.86 feet to a point;

THENCE, leaving said line with the easterly line of property conveyed to the State of Tennessee by deed of record in Book 10060, Page 787, R.O.D.C., N 01° 06' 28" E 770.93 feet to a point;

THENCE with the northerly line of said State of Tennessee property S 89° 56' 22" W 242.18 feet to the point of beginning containing 1,052,167 square feet or 24.15 Acres more or less.

Which property is also described as follows:

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Land in Davidson County, Tennessee, being all of Reserve Parcel "A", Bellwood Trace Subdivision and a portion of Reserve Parcel "B", Bellwood Trace Subdivision as of record in Book 6250, page 13, Register's Office for Davidson County, Tennessee, and also known as all of Lot No. 2, and a portion of Lot No. 3 on the Plan of the Master Plat of Hickory Highlands, of record in Book 6900, pages 561 and 562, said Register's Office, more particularly described as follows:

Beginning at an iron pin corner common with Russell O. Cashion, Jr. in the east right of way line of Bell Road;

Thence, with the east right of way line of Bell Road the following bearings and distances; thence north 03 deg. 45 min. 31 sec. east, 140.44 feet to a point;

Thence, on a curve to the right, the radius of which is 1367.39 feet, the central angle of which is 31 deg. 52 min. 23 sec. the chord of which is north 18 deg. 36 min. 15 sec. east, 750.90 feet, along the curve distance of 760.67 feet to a point;

Thence, north 55 deg. 27 min. 34 sec. west, 5.00 feet to a

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point; thence on a curve to the right, the radius of which is 1372.39 feet, the central angle of which is 06 deg. 07 min. 37 sec. the chord of which is north 37 deg. 36 min. 15 sec. east 146.69 feet, along the curve distance of 146.76 feet to a point;

Thence, north 40 deg. 40 min. 03 sec. east, 46.00 feet to a point, a corner common with Lot 1, Bellwood Trace;

Thence, leaving Bell Road and with Lot 1, Bellwood Trace the following bearings and distances;

Thence, south 50 deg. 55 min. 29 sec. east, 662.15 feet to a point;

Thence, south 19 deg. 04 min. 03 sec. west, 250.00 feet to a point;

Thence, south 60 deg. 19 min. 52 sec. east, 450.08 feet to a point, a corner common with Lot 1, Bellwood Trace;

Thence, on a severance line across P.U.D. Tract 8, Hickory Highlands the following bearings and distances;

Thence, south 38 deg. 54 min. 38 sec. west, 127.31 feet to a point;

Thence, south 45 deg. 58 min. 31 sec. west, 1153.00 feet to a point in the north line of TBCREC Residential No. 1 as of record in Book 8539, page 765, Register's Office for Davidson County, Tennessee;

Thence, with the north line of TBCREC north 88 deg. 54 min. 54 sec. west, 50.86 feet to a point, a corner common with Russell O. Cashion, Jr. as of record in Book 6474, page 951, said Register's Office;

Thence, with Russell O. Cashion, Jr. the following bearings and distances:

Thence, north 01 deg. 06 min. 28 sec. east, 770.93 feet to a point;

Thence, south 89 deg. 56 min. 22 sec. west, 242.18 feet to the

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point of beginning.

Said property is more particularly described as follows:

Lot 1, as shown on the Plan of Cambridge at Hickory Hollow as of record in Book 9700, page 2, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Hickory Cambridge Limited Partnership, a Texas limited partnership, by Special Warranty Deed from Southeast Acquisitions, III, L.P., a Delaware limited partnership, of record in Book 9745, page 128, Register's Office for Davidson County, Tennessee.

INCLUDED in the above description, but specifically EXCLUDED is the following described tract of land conveyed to the State of Tennessee by Warranty Deed of record in Book 10132, page 953, said Register's Office:

Beginning at a point on the southeast existing margin of Bell Road, said point being the point of intersection between the proposed margin and the Grantor with the southeast existing margin of Bell Road; thence with said existing margin of Bell Road northeasterly 193 feet more or less to the intersection with the common property line of Preakness Apartments Inc. and the Grantor; thence with said common property line South 44 degrees 25 minutes 44 seconds East 7.59 feet to the point of intersection with the southeast proposed margin of State Project No. 19057-2212-14; thence with said proposed margin South 46 degrees 57 minutes 53 seconds West 57.11 feet to a point 45.0 feet right of centerline survey station 54+56.67; thence with said proposed margin South 47 degrees 04 minutes 53 seconds West 30.88 to a point 44.94 feet right of centerline survey station 54+25.79; thence with said proposed margin South 37 degrees 52 minutes 28 seconds West 25.32 feet to a point 48.94 feet right of centerline survey station 54+00.79; thence with said proposed margin North 43 degrees 02 minutes 07 seconds West 6.94 feet; thence with said proposed margin South 46 degrees 57 minutes 53 seconds West 14.03 feet to a point 42.0 feet right of centerline survey station 53+86.76; thence with said proposed margin a 1390.39 foot radius curve left 92.37 feet to a point 42.0 feet right of centerline survey station 52+91.61, said point being the intersection with the

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existing margin, thence with said existing margin Northeasterly 28 feet more or less to a point 40.44 feet right of centerline survey station 53+19.35; thence with said existing margin Northwest 5 feet more or less to the point of beginning, containing 1569 square feet.

Being the same property conveyed to the State of Tennessee, by Warranty Deed from Hickory Cambridge Limited Partnership, of record in Book 10132, page 953, Register's Office for Davidson County, Tennessee.

RECEIPT# 0050 0101 52/20 TOTO 24.00