Box 36

BOOK 11638 PAGE 627

THIS INSTRUMENT PREPARED BY:
Janet Lindeman
c/o Rosenberg & Liebentritt, P.C.
Two North Riverside Plaza
Suite 1600
Chicago, Illinois 60606

QUIT CLAIM DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
EQR - S & T, L.L.C. c/o ERP Operating Limited Partnership Two North Riverside Plaza Suite 400 Chicago, Illinois 60606	EQR - S & T, L.L.C. c/o ERP Operating Limited Partnership Two North Riverside Plaza Suite 400 Chicago, Illinois 60606 Attention: Norm Quinn	Map 163, Parcel 301

FOR A CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, EQR-Tennessee Limited Partnership, an Illinois limited partnership ("Grantor"), by these presents, quitclaims, grants and conveys unto EQR - S & T, L.L.C., a Delaware limited liability company ("Grantee"), its successors and assigns all interest in and to the following property in Davidson County, Tennessee, described on Exhibit A attached hereto, together with the buildings, structures and improvements thereon (the "Property").

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.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its duly authorized office, on this 25th day of August, 1999.

[signature page follows]

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RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING O
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIV

After recording, mail to:
Wendy Baginski
Rosenberg & Liebentritt, P.C.
Two North Riverside Plaza, Suite 1600
Chicago, Illinois 60606

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REFERENCE

EQR-TENNESSEE LIMITED PARTNERSHIP, an
Illinois Limited Partnership,

BOOK 11638 PAGE 628

BY: ERP Operating Limited Partnership, an Illinois limited partnership, its general partner

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

By: _____

Name: YASMINA RAHAL
VICE PRESIDENT

Title: _____

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the State of Illinois, do hereby certify that Yasmina Rahal, Vice President of Equity Residential Properties Trust, a Maryland real estate investment trust, its General Partner of ERP Operating Limited Partnership, an Illinois limited partnership, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such General Partner, appeared before me this day in person and acknowledged that he/she signed and delivered said instrument as his/her own free and voluntary act, and as the free and voluntary act of said partnership, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 25th day of August, 1999.

"OFFICIAL SEAL"
Lori Ellen Kravets
Notary Public, State of Illinois
My Commission Expires May 28, 2001

Lori Ellen Kravets
Notary Public

My Commission Expires: _____ (SEAL)

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

The actual consideration or value (whichever is greater) for this transfer is $-0-.

EQR-TENNESSEE LIMITED PARTNERSHIP
BY: ERP Operating Limited Partnership, an Illinois limited partnership

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

By: _____

Name: YASMINA RAHAL
VICE PRESIDENT

Title: _____

Subscribed and sworn to before me, this 25th day of August, 1999.

Lori Ellen Kravets

My Commission Expires:

"OFFICIAL SEAL"
Lori Ellen Kravets
Notary Public, State of Illinois
My Commission Expires May 28, 2001

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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 angel 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 feet 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:

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 degrees 45 minutes 31 seconds 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 degrees 52 minutes 23 seconds the chord of which is north 18 degrees 36 minutes 15 seconds east, 750.90 feet, along the curve distance of 760.67 feet to a point;

Thence, north 55 degrees 27 minutes 34 seconds west, 5.00 feet to a point; thence on a curve to the right, the radius of which is 1372.39 feet, the central angle of which is 06 degrees 07 minutes 37 seconds the chord of which is north 37 degrees 36 minutes 15 seconds east 146.69 feet, along the curve distance of 146.76 feet to a point;

Thence, north 40 degrees 40 minutes 03 seconds 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 degrees 55 minutes 29 seconds east, 662.15 feet to a point;

Thence, south 19 degrees 04 minutes 03 seconds west 250.00 feet to a point;

Thence, south 60 degrees 19 minutes 52 seconds 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 degrees 54 minutes 38 seconds west, 127.31 feet to a point;

Thence, south 45 degrees 58 minutes 31 seconds west, 1153.60 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 degrees 54 minutes 54 seconds 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 degrees 06 minutes 28 seconds east, 770.93 feet to a point;

Thence, south 89 degrees 56 minutes 22 seconds west, 242.18 feet to the 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 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.

Said Exclusion

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.

Being the same property conveyed to EQR-Tennessee Limited Partnership, an Illinois limited partnership, by Quitclaim Deed from ERP Operating Limited Partnership, an Illinois limited partnership, of record in Book 11356, page 347, Register's Office for Davidson County, Tennessee.