QUIT CLAIM DEED

THIS INSTRUMENT PREPARED BY
AND SHOULD BE RETURNED TO:

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

Instr:200001100003209 Page: 1 OF 10
REC'D FOR REC 01/10/2000 1:38:00PM
RECORD FEE: $42.00
M. TAX: $0.00 T. TAX: $0.00

QUIT CLAIM DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
ERP Operating 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 86, Parcel 154; Map 86, Parcel 280; Map 86, Parcel 303

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, ML TENNESSEE APARTMENTS, L.P., a Georgia limited partnership ("Grantor"), does hereby bargain, sell, remise, release, quitclaim and convey unto ERP OPERATING 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 Cherry Creek I, II and III, 1100 Crystal Spring Lane, Hermitage, Tennessee.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed on this 29th of December, 1999.

ML TENNESSEE APARTMENTS LP,
a Georgia limited partnership

By: ERP-Southeast Properties, L.L.C., a Georgia limited liability company, as general partner

By: ERP Operating Limited Partnership, an Illinois limited partnership, as its member

By: Equity Residential Properties Trust, as its general partner

By: _____
Name: _____
Its: _____

SHELLEY L. DUNCK
FIRST VICE PRESIDENT

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Shelley Drivit, with whom I am personally acquainted, and who, upon oath, acknowledged him/herself to be the FIRST VP of Equity Residential Properties Trust, the general partner of ERP Operating Limited Partnership, as member of ERP-Southeast Properties, L.L.C., which is the general partner of ML Tennessee Apartments LP, the within named grantor, a Georgia limited partnership, and that he/she as such FIRST VP, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him/herself as FIRST VP.

WITNESS my hand and sealed, at office in Chicago, Illinois, this 29th day of December, 1999.

Lisa Currie
Notary Public

My Commission Expires:

OFFICIAL SEAL
LISA CURRIE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/07/01

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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 29th day of Dec, 1999.

Notary Public

My Commission Expires:

OFFICIAL SEAL
LISA CURRIE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/07/01

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Exhibit A

Legal Description

Issuing Office File No: 16150

EXHIBIT "A"

TRACT 1:

Parcel I, also known as Phase I, formerly Stone Creek Apartments.

A parcel of land in the Thirteenth (13th) Councilmanic District of Davidson County, Tennessee, known as Stone Creek Apartments Phawe I, as shown in Plat Book 6900, page 187, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at an existing iron pin in the northwesterly corner of herein described tract and the northeasterly corner of the Hermitage Baptist Church property and in the southerly right-of-way of Central Pike;

Thence, along said right-of-way, South 82 deg. 45 min. 37 sec. East, 305.09 feet to an iron pin set;

Thence, leaving said right-of-way, South 54 deg. 18 min. 05 sec. East 690.00 feet to an iron pin set;

Thence, South 35 deg. 41 min. 55 sec. West, 375.50 feet to a point;

Thence North 82 deg. 45 min. 37 sec. West, 606.08 feet to a point;

Thence, North 17 deg. 16 min. 47 sec. West, 291.24 feet to a point;

Thence, North 06 deg. 24 min. 28 sec. East, 194.68 feet to a point;

Thence, North 06 deg. 30 min. 51 sec. East, 199.05 feet to the point of beginning and containing 10.39 acres, more or less.

TRACT 2:

Parcel II and Parcel III combined also known as Phase II and III.

A parcel of land in the Thirteenth (13th) Councilmanic District of Davidson County, Tennessee, being a part of Parcel No. 154 on Tax Map No. 86, Tax Assessor's Office for Davidson County, Tennessee, being more particularly described as follows:

Commencing at an existing iron pin in the northwesterly corner of Stone Creek Apartments Phase I, said point also being the northeasterly corner of the Hermitage Baptist Church property and in the southerly right-of-way of Central Pike;

EXHIBIT "A" (continued:

Thence, along said right-of-way, South 82 deg. 45 min. 37 sec. East, 305.09 feet;

Thence, leaving said right-of-way, South 54 deg. 18 min. 05 sec. East, 690.00 feet to the point of beginning;

Thence, continuing South 54 deg. 18 min. 05 sec. East, 542.89 feet to a point in the northerly right-of-way line for Interstate 40;

Thence, with said right-of-way South 06 deg. 30 min. 06 sec. West, 36.66 feet to a concrete monument;

Thence, South 04 deg. 58 min. 25 sec. East, 468.99 feet to a concrete monument;

Thence, South 06 deg. 17 min. 17 sec. East 22.38 feet to a concrete monument

Thence South 24 deg. 38 min. 47 sec. West, 395.95 feet to a concrete monument;

Thence, South 47 deg. 04 min. 19 sec. West, 318.70 feet to a concrete monument;

Thence South 54 deg. 41 min. 19 sec. West, 970.23 feet to a concrete monument;

Thence, leaving said right-of-way, North 04 deg. 37 min. 10 sec. East, 518.86 feet to an existing iron pin;

Thence, South 82 deg. 20 min. 54 sec. East, 323.50 feet to an existing iron pin;

Thence, North 31 deg. 24 min. 42 sec. West, 273.41 feet to an iron pin set;

Thence, North 84 deg. 45 min. 38 sec. West, 1,017.82 feet to an existing iron pin;

Thence, North 06 deg. 38 min. 06 sec. East, 1,353.20 feet to an existing iron pin;

Thence, North 81 deg. 34 min. 05 sec. West, 263.50 feet to an existing iron pin;

Thence, North 06 deg. 57 min. 00 sec. East, 333.86 feet to a fence post in the southerly right-of-way of Central Pike;

Thence, along said right-of-way with a curve to the left, with a delta of 07 deg. 12 min. 27 sec., a radius of 442.22 feet, an arc length of 55.63 feet, a chord bearing of South 79 deg. 09 min. 23 sec. East, a chord distance of 55.59 feet to an iron pin set;

Issuing Office File No. 16150
EXHIBIT "A" (Continued):

Thence, along said right-of-way, South 82 deg. 45 min. 37 sec. East, 304.87 feet to an existing iron pin;

Thence, leaving said right-of-way, South 06 deg. 25 min. 11 sec. West, 199.58 feet to an existing iron pin;

Thence, South 82 deg. 50 min. 37 sec. East, 350.13 feet to an existing iron pin;

Thence, South 06 deg. 24 min. 28 sec. West, 194.68 feet to a point;

Thence, South 17 deg. 16 min. 47 sec. East, 291.24 feet to a point;

Thence, South 82 deg. 45 min. 37 sec. East, 606.08 feet to a point;

Thence, North 35 deg. 41 min. 55 sec. East, 375.50 feet to the point of beginning and containing 58.94 acres, more or less.

TRACT 3:

Being a tract of land lying in the 14th Councilmanic District of Nashville, Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point, said point being North 82 deg. 40 min. 48 sec. West 85.93 feet from a concrete monument in the northerly right-of-way of Interstate 50, said monument also being the northeasterly corner of the J.S. Earhart, et ux property, of record in Deed Book 2703, page 290, R.O.D.C.; thence with the easterly line of the Occidental Development, Ltd. Property, of record in Deed Book 5353, page 613, R.O.D.C., North 07 deg. 43 min. 20 sec. East 768.38 feet to an iron rod; thence North 53 deg. 22 min. 58 sec. West 207.27 feet to the TRUE POINT OF BEGINNING; thence North 53 deg. 22 min. 58 sec. West 1,235.80 feet to a point on the southerly right-of-way of Central Pike; thence with southerly right-of-way, South 81 deg. 56 min. 39 sec. East 71.66 feet to a point; thence with a curve to the left having a radius of 5,764.58 feet to an arc length of 452.75 feet, and a chord bearing and distance of South 84 deg. 11 min. 39 sec. East 452.63 feet to a point; thence South 86 deg. 26 min. 39 sec. East 452.63 feet to a point; thence South 86 deg. 26 min. 39 sec. East 99.99 feet to a point; thence South 03 deg. 33 min. 21 sec. West 7.00 feet to a point; thence South 86 deg. 26 min. 39 sec. East 330.00 feet to a point; thence South 59 deg. 47 min. 56 sec. East 117.89 feet to a point; thence with a common line between the Tennessee Department of Transportation property of record in Deed Book 7687, page 344, R.O.D.C. and the southwest quadrant, South 05 deg. 49 min. 15 sec. West 591.38 feet to the point of beginning, containing 7.61 acres, more or less.

Issuing Office File No. 16150
EXHIBIT "A" (Continued):

Tracts 1, 2 and 3 being the same property conveyed to ML Tennessee Apartments LP, a Georgia limited partnership, by Quitclaim Deed from Merry Land & Investment company, Inc., of record in Book 9899, page 680, Register's Office for Davidson County, Tennessee.

INCLUDED in the above property, but **EXCLUDED THEREFROM** are the following parcels designated as "Cherry Creek Commercial Land" more particularly described as follows:

"EXCLUSION - TRACT I (OUTPARCEL):

Being a parcel of land in the Second Civil District of Nashville, Davidson County, Tennessee, located on the southerly margin of Central Pike east of Doson Chapel Road and being a portion of Phase II, Stone Creek Apartments, of record in Plat Boo 6900, page 187, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at an iron pin in the southerly margin of Central Pike at the northeast corner of hereindescribed tract; thence, leaving said margin with the westerly line of Hermitage Baptist Church of record in Deed Book 2982, page 71, Register's Office for Davidson County, Tennessee, South 06 deg. 25 min. 11 sec. West, 199.57 feet to an iron pin; thence, severing subject proeprty, South 42 deg. 44 min. 59 sec. West, 168.23 feet to an iron pin; thence, with the north line of JWC Properties, Inc. of record in Deed Book 10351, page 819, R.O.D.C., North 81 deg. 35 min. 45 sec. West 263.50 feet to a point; thence with the east line of Guill Wright of record in Deed Book 721, page 267, R.O.D.C., Charles Hager of record in Deed Book 8060, page 561, R.O.D.C., and James E. Harris of record in Deed Book 6381, page 874, R.O.D.C., North 06 deg. 54 min. 14 sec. East, 333.86 feet to an iron pin in the southerly margin of Central Pike; thence, with said margin and a curve concave to the north having a ral angle of 07 deg. 11 min. 24 sec., a radius of 442.22 feet and a chord of South 79 deg. 56 min. 41 sec. East, 55.46 feet for a length of 55.49 feet to a point; thence, South 82 deg. 45 min. 37 sec. East, 304.87 feet to the point of beginning, containing 114.209 square feet or 2.62 acres, more or less.

EXCLUSION - TRACT II (Phases IV and V):

Being a parcel of land in the Second Civil district of Nashville, Davidson county, Tennessee, located in the southwest quadrant of the intersection of Central Pike and State Route 45 Fly-Over, being more particularly described as follows:

Issuing Office File No. 15160
EXHIBIT "A" (Continued):

Beginning at a concrete highway monument at the intersection of the westerly margin of State Route 45 Fly-Over and the southerly margin of Central Pike; thence, with the westerly margin of State Route 45, South 05 deg. 33 min. 01 sec. West, 664.45 feet to a point; thence, South 05 deg. 29 min. 51 sec. East 459.83 feet to a point; thence, south 24 deg. 10 min. 58 sec. West, 396.22 feet to a concrete monument; thence south 46 deg. 44 min. 42 sec. West, 318.63 feet to a concrete monument; thence, with Interstate 40, South 53 deg. 01 min. 37 sec. West, 975.43 feet to a concrete monument; thence South 63 deg. 31 min. 42 sec. West, 12.27 feet to a concrete monument; thence leaving Interstate 40, North 04 deg. 18 min. 43 sec. East, 543.91 feet to an iron pin; thence, with the south line of Brooks, South 82 deg. 52 min. 12 sec. East 322.95 feet to a point; thence, with the east line of Brooks, North 31 deg. 48 min. 51 sec. West, 266.44 feet to a point; thence, severing subject proeprty, North 63 deg. 59 min. 14 sec. East, 518.92 feet to a point; thence, North 27 deg. 33 min. 07 sec. East 179.45 feet to a point; thence North 00 deg. 48 min. 36 sec. West, 319.36 feet to a point; thence, North 89 deg. 11 min. 24 sec. East, 329.68 feet to a point; thence, with a curve concave to the north having a central angle of 04 deg. 41 min. 15 sec., a radius of 970.00 feet and a chord of North 03 deg. 09 min. 14 sec. West, 79.34 feet for an arc length of 79.36 feet to a point; thence, North 05 deg. 29 min. 51 sec. West, 204.18 feet to a point; thence, with a curve concave to the north having a central angle of 54 deg. 06 min. 02 sec., a radius of 275.00 feet and a chord of North 32 deg. 32 min. 52 sec. West, 250.13 feet for an arc length of 259.66 feet to a point; thence, North 59 deg. 35 min. 53 sec. West, 102.80 feet to a point; thence, with a curve concave to the south having a central angle of 17 deg. 12 min. 34 sec., a radius of 335.00 feet and a chord of North 50 deg. 49 min. 36 sec. West, 100.24 feet for an arc length of 100.62 feet to a point; thence, South 47 deg. 36 min. 41 sec. West, 71.82 feet to a point; thence, North 56 deg. 14 min. 24 sec. West, 690.00 feet to a point in the southerly amrgin of Central Pike; thence, with said margin, South 83 deg. 52 min. 38 sec. East, 71.66 feet to a point; thence, with a curve concave to the north having a central angle of 04 deg. 32 min. 23 sec., a radius of 5,764.58 feet and a chord of South 88 deg. 50 min. 04 sec. East, 456.62 feet for an arc length of 456.74 feet to a point; thence, South 88 deg. 22 min. 58 sec. East, 100.00 feet to a point; thence, South 01 deg. 37 min. 02 sec. West, 7.00 feet to a point; thence, south 88 deg. 22 min. 58 sec. East, 330.00 feet to a point; thence south 61 deg. 44 min. 15 sec. East, 117.89 feet to the point of beginning, containing 21.51 acres, more or less."

Exclusion Tracts I and II above being the same property conveyed to Merry Land Properties, Inc., a Georgia corporation, by Quitclaim Deed from ML Tennessee Apartments LP, a Georgia limited partnership, of record in Book 11345, page 987, Register's Office for Davidson County, Tennessee.