Bk 44 (3)
52360

This instrument prepared by:

Everett Ward
c/o D'Ancona & Pflaum LLC
111 East Wacker Drive
Suite 2800
Chicago, Illinois 60601

Map & Parcel: 097-00-0; 068.0

Davidson County DEEDQC
Recvd: 07/26/02 12:19 4pgs
Fees:22.00 Taxes:0.00
[redacted]
20020726-0089942

After recording mail to:

Wendy F. Baginski
Equity Residential Properties Trust
Two North Riverside Plaza
Suite 400
Chicago, Illinois 60606

Quitclaim Deed - Corporate

KNOW ALL MEN BY THESE PRESENTS, that **EQR-Spinnaker Cove, L.L.C.**, a Delaware limited liability company for and in consideration of Ten and 00/100 ($10.00) Dollars, do hereby remise and release, quit claim and convey all of its right, title and interest unto **EQR-Bond Partnership**, a Georgia general partnership the following described real estate located in Hermitage, County of Davidson, State of Tennessee, to wit:

See legal description attached hereto and made a part hereof as Exhibit "A".

Subject to current real estate taxes, covenants, conditions and restrictions of record.

This transaction was done solely for loan substitution purposes and absolutely no change in ownership occurred other than the Grantee to hold title to the property. The general partner, ERP Operating Limited Partnership (former title holder), owns 99% of the newly created partnership's interest. This is for convenience only and there is no consideration.

RE-RECORD

Davidson County DEEDQC
Recvd: 08/15/02 10:54 4pgs
Fees:22.00 Taxes:0.00
20020815-0098876

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 10.
AFFIANT
SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 24th DAY OF July 2002.
Deputy Register

This document is being re-recorded to correct the order of recording between the Quitclaim Deed and the First Amendment to Amended and Restated Land Use Restriction Agreement.

This is improved property known as:

Spinnaker Cove Apartments
100 Arbor Lakes Blvd.
Hermitage, Tennessee 37076

Mail Tax Bills to: (Person or Agency responsible for payment of taxes)

EQR-R.E. Tax Department
P.O. Box 87407 (Ledger No. 25890)
Chicago, IL 60680

I, or we, hereby swear or affirm that to the best of affiants knowledge, information, and belief, the actual consideration for this transaction is: $10.00

EQR-Spinnaker Cove, L.L.C., a Delaware limited liability company

By: Country Ridge General Partnership, an Illinois general partnership, its managing member

By: ERP Operating Limited Partnership, an Illinois limited partnership, the general partner

By: Equity Residential, a Maryland real estate investment trust, the general partner

By: _____
Name: Mark J. Parrell
Its: Vice President

Partnership Notary Acknowledgement

STATE OF ILLINOIS

COUNTY OF COOK

I, the undersigned, a Notary Public in and for the State of Illinois, do hereby certify that MARK J. PARRELL, appeared before me this day and did say that he/she is the VICE PRESIDENT, of Equity Residential, a Maryland real estate investment trust, the general partner of ERP Operating Limited Partnership, an Illinois limited partnership, the general partner of Country Ridge General Partnership, an Illinois general partnership, its managing member of EQR-Spinnaker Cove, L.L.C., a Delaware limited liability company, who are personally known to me to be the same person whose name is subscribed to the foregoing instrument as such officer and acknowledged that he/she signed and delivered the said instrument as the free and voluntary act of said trust for the uses and purposes therein set forth.

Given under my hand and notarial seal this 25TH day of JULY, 2002.

_____
Notary Public

My Commission Expires: 8/8/05

"OFFICIAL SEAL"
TAMILENN S. GARRETT
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 08/08/05

EXHIBIT "A"

LEGAL DESCRIPTION

EXHIBIT "A"

Spinnaker Cove Apartments

Land located in the 13th Councilmanic District of Davidson County, Tennessee, as shown on the Plan of Arbors of Lakeside, of record in Book 6200, Page 426, Register's Office for Davidson County, and being more particularly described as follows:

Beginning at an existing concrete monument lying on the Westerly margin of Old Hickory Boulevard, said monument being Northwesterly 313.06 feet from the centerline of Bell Road, and also being the most Easterly common point of the U. S. Government property and the herein described tract; thence leaving the said Westerly margin of Old Hickory Boulevard, and with the common line of the U.S. Government property and the herein described tract, North 80 degrees, 37 minutes, 00 seconds West a distance of 760.70 feet to an existing concrete monument lying on the Easterly margin of Bell Road; thence with said Easterly margin of Bell Road North 22 degrees, 30 minutes, 00 seconds West a distance of 346.11 feet to a 150 foot T.V.A. easement, a total distance of 352.91 feet to a set concrete monument; thence continuing with said Easterly margin of Bell Road, and with a curve to the left having a radius of 1185.92 feet, a chord bearing of North 38 degrees, 10 minutes, 52 seconds West, a chord distance of 641.06 feet to a set iron pin in concrete; thence leaving the said Easterly margin of Bell Road, and with the line of the Frank F. Friedman, Trustee et al property of record in Book 8647, Page 390, Register's Office Davidson County, Tennessee, North 08 degrees, 09 minutes, 25 seconds East a distance of 199.82 feet to a set iron pin in concrete; thence continuing with the said Friedman property, South 84 degrees, 06 minutes, 36 seconds East a distance of 1053.01 feet to a set iron pin in concrete lying on the said Westerly margin of the said Old Hickory Boulevard; thence with said Westerly margin of Old Hickory Boulevard, and with a curve to the right having a radius of 2834.79 feet, a distance of 341.30 feet to the centerline of said 150 foot T.V.A. easement, the total curve having a chord bearing of South 13 degrees, 01 minutes, 34 seconds East, a chord distance of 830.17 feet to a set concrete monument; thence continuing with said Westerly margin of Old Hickory Boulevard South 04 degrees, 36 minutes, 22 seconds East a distance of 235.68 feet to the point of beginning.

Being the same property conveyed to EQR-Spinnaker Cove, L.L.C., by deed of record in Book 10479, page 792, R.O.D.C.