Prepared by:
Scott Fenster, Esq.
Equity Residential
Two N. Riverside Plaza, Suite 400
Chicago, Illinois 60606

Davidson County DEEDWARR
Recvd: 12/12/03 11:12 8pgs
Fees:43.00 Taxes:34780.00



20031212-0178375

When recorded, mail to:
Peter Koffler, Esq.
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038

SPECIAL WARRANTY DEED
Canterchase Apartments

For the consideration of the sum of Ten Dollars ($10.00) and other valuable considerations received, EQR-CANTER CHASE GENERAL PARTNERSHIP, an Illinois general partnership ("Grantor"), does hereby convey to C-C CANTERCHASE, LLC, a Delaware limited liability company ("Grantee"), all of Grantor's right, title and interest in and to the following described real property (the "Property") situated in Davidson County, Tennessee, together with all improvements thereon and all of Grantor's interest in any rights and privileges solely appurtenant thereto:

SEE EXHIBIT A ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF.

SUBJECT TO: only the permitted exceptions set forth on Exhibit B attached hereto and by this reference made a part hereof.

AND GRANTOR hereby binds itself and its successors to warrant and defend the title against all of the acts of Grantor and no other, subject to the matters set forth above.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed this 18th day of December, 2003.

GRANTOR:

EQR-CANTER CHASE GENERAL PARTNERSHIP, an Illinois general partnership

By: Country Ridge General Partnership, an Illinois general partnership

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

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

By: _____
Name: Christopher J. Beda
Title: First Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

Before me, Patricia A. Hachimi, a Notary Public of said State and County aforesaid, personally appeared Christopher J. Bedia, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be First Vice Pres. of Equity Residential, a Maryland real estate investment trust, general partner of ERP Operating Limited Partnership, an Illinois limited partnership, the general partner of Country Ridge General Partnership, an Illinois general partnership, the general partner of EQR-CANTER CHASE GENERAL PARTNERSHIP, the within named bargainor, a partnership, and that she/he as such First Vice Pres., executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself (or herself) as _____.

Witness my hand and seal, this 11th day of December, 2003

Notary Public

My Commission Expires: March 15, 2006

"OFFICIAL SEAL"
Patricia A. Hachimi
Notary Public, State of Illinois
My Commission Expires March 15, 2006

New owner and send tax notices to:

C-C Canterchase, LLC
c/o CLK Management Corp.
Nine Park Place, 3rd Floor
Great Neck, New York 11021
Attn: Craig Koenigsberg

The actual consideration or value, whichever is greater, for this transfer is $9,400,000.

VP

Buyer or Buyer's Representative

Subscribed and sworn to before me this 4th day of December, 2003.

Chanelle Dubov

Notary Public

CHANELLE DUBOV
Notary Public, State of New York
No. 01DU6007839
Qualified in Kings County
Commission Expires May 26, 2006

EXHIBIT A

LEGAL DESCRIPTION

[See attached]

Tax Map and Parcel No.: 135 - 0 - 367

EXHIBIT "A"

BEING a tract of land in the Second Civil District of Nashville, Davidson County, Tennessee, located on the southwest side of Murfreesboro Road approximately 2255 feet northwest of the centerline of Franklin Limestone Road and also being shown as Lot Number One on the Canter Chase Apartments Subdivision Plat as of record in Plat Book 6250, page 12, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a concrete monument located in the East margin of the extension of Harding Place at the northwest corner of Houston T. Ezell as of record in Deed Book 7999, page 690, Register's Office for Davidson County, Tennessee, said point being located South 35 48' 30" West, 440.00 feet more or less from the centerline of Murfreesboro Road;

THENCE, leaving said East margin South 54' 11' 30" East, 520.78 feet along the West boundary of Houston T. Ezell and the West boundary of K S Realty, LLC, formerly of Kwik Sak, Inc., as of record in Deed Book 9790, page 862, formerly described in Deed Book 7559, page 126, to a point in what was the West boundary of Reserved Parcel 350 as shown on the Plat of Canter Chase Apartments as of record in Plat book 6250, page 12, Register's Office for Davidson County, Tennessee;

THENCE, with said Reserve Parcel South 05 07' 31" East, 51.08 feet to a point in the North boundary of Una Baptist Church as of record in Deed Book 5066, page 31, Register's Office for Davidson County, Tennessee;

THENCE, leaving said Reserve Parcel 350 and with the Una Baptist Church North boundary, North 85 22' 28" West, 55.42 feet to a point;

THENCE, South 05 07' 31" West, 572.80 feet to a point being a common corner with the Dewey Pedigo, Jr., Trustee property as of record in Deed Book 9851, page 90, formerly described in Deed Book 9546, page 495, Register's Office for Davidson County, Tennessee;

THENCE, leaving the Una Baptist Church property and with Dewey Pedigo, Jr., Trustee boundary, South 50 05' 40" West, 275.67 feet to a point;

THENCE, North 79 53' 10" West, 305.66 feet to a point;

THENCE, South 23 28' 00" West, 315.00 feet to a point in the North boundary of the Howard T. Cherry property as of record in Deed Book 1142, page 408, Register's Office for Davidson County, Tennessee;

THENCE, leaving the Dewey Pedigo, Jr., Trustee property and with Cherry's North boundary, North 86 24' 27" West, 851.60 feet to a point;

THENCE, North 10 35' 36" East, 48.03 feet to a point in the Eastmargin of Harding Place extension;

THENCE, with said East margin, North 58 56' 29" East, 48.38 feet to a point, said point being the beginning of a curve to the left;

EXHIBIT "A"
CONTINUED

THENCE, with said curve having a central angle of 23 26' 09", a radius of 2566.48 feet, a chord bearing of North 47 22' 29" East, and a curve distance of 1036.22 feet to a point;

THENCE, North 35 48' 30" East, 263.66 feet to a point in the South boundary line of the Buford R. Jones property as of record in Deed Book 5894, page 128, Register's Office for Davidson County, Tennessee;

THENCE, leaving said East margin and with the Jones boundary, South 85 36' 15' East, 53.86 feet to a point;

THENCE, North 03 52' 16" East 91.73 feet to a point in the East margin of said extension;

THENCE, leaving Jones' property with said East margin, North 35 48' 30" East 259.23 feet to the point of beginning. Containing 21.50 acres, more or less.

BEING the same property conveyed to EQR-Canter Chase General Partnership, an Illinois general partnership, by Deed of Record in Book 10197, page 740, Register's Office for Davidson County, Tennessee.

Together with an easement for the purpose of erecting and maintaining a sign for the Canter Chase Apartments or its successors or assigns as granted in that sign easement of record in Book 6196, page 738, Register's Office for Davidson County, Tennessee. And more particularly described as follows:

Beginning at a concrete monument located in the Southeast intersection of the proposed extension of Harding Place with the Southwest margin of Murfreesboro Road;

Thence leaving the southwest margin of Murfreesboro Road, South 35 degrees 48 minutes 30 seconds West, 25.00 feet to a point; Thence, South 85 degrees 04 minutes 25 seconds West, 45.68 feet to a point; Thence South 44 degrees 20 minutes 21 seconds West, 20.00 feet to a point; Thence, North 45 degrees 39 minutes 39 seconds West, 25.00 feet to a point in the East margin of said proposed extension of Harding Place; Thence, with said East margin, North 44 degrees 20 minutes 21 seconds East 20.00 feet to a point being the beginning of a radius return to the right; Thence, with said East margin and the radius return to the right having a central angle of a 81 degrees 28 minutes 09 seconds a radius of 60.00 feet and a curve distance of 85.31 feet to the point of beginning. Containing 2,454 square feet (.056 acres).

EXHIBIT B

PERMITTED EXCEPTIONS

1. All Taxes for the year of 2004 and subsequent years, which are a lien not yet due and payable.

2. Subject to all matters shown on the Plan of record in Book 6250, Page 12 and as amended in Book 6647, Page 894, Register's Office of Davidson County, Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

3. Memorandum of Lease of record in Book 10844, Page 648, Register's Office of Davidson County, Tennessee.

4. Terms and provisions of Sign Easement Agreement of record in Book 6196, Page 738, recorded on December 19, 1983, Register's Office of Davidson County, Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

5. Cable Television License and Right of Entry Agreement of record in Book 9486, Page 963, recorded on October 6, 1994, Register's Office of Davidson County, Tennessee.

6. Overhead Line Easement as set forth in instrument recorded in Book 6407, Page 894, recorded on October 19, 1984, Register's Office for Davidson County, Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

7. 20 foot Sewer Easement as set forth in instrument recorded in Book 4816, Page 310, recorded on May 17, 1974, Register's Office for Davidson County, Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

8. 20 foot Sewer Easement as set forth in instrument recorded in Book 4298, Page 565, Register's Office for Davidson County, Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

9. 20 foot Sewer Easement as set forth in instrument recorded in Book 5609, Page 758, recorded on June 6, 1980, Register's Office for Davidson County, Tennessee Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

10. Storm Water Detention Agreement of record in Book 6254, Page 493, recorded on March 22, 1984, Register's Office for Davidson County, Tennessee Tennessee as shown on Survey prepared by Joseph G. Petrosky Associates, LLC, dated June 13, 1995, last revised November 12, 2003.

11. Matters shown on the survey prepared by Joseph G. Petrosky, LLC dated June 13, 1995, last revised November 12, 2003.