QUIT CLAIM DEED

This instrument prepared by and
after recording return to:

Everett S. Ward
Schiff Hardin LLP
6600 Sears Tower
Chicago, Illinois 60606

Davidson County DEEDQC
Recvd: 07/21/05 13:36 4 pgs
Fees:22.00 Taxes:0.00
20050721-0085062

Address New Owner(s):	Send Tax Bills To:	Map Parcel Number(s):
c/o ERP Operating Limited Partnership Two North Riverside Plaza Suite 400 Chicago, Illinois 60606	c/o ERP Operating Limited Partnership RE Tax Dept. (Cherry Creek) P.O. Box 87407 Chicago, IL 60680	Map 86, Parcel 154; Map 86, Parcel 280, Map 86;

FOR AND IN CONSIDERATION OF THE SUM OF TEN AND NO/100 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 hereby bargain, sell, remise, release, quitclaim and convey unto EQR-CHERRY CREEK TENNESSEE, L.L.C., a Delaware limited liability company ("Grantee"), certain real property in Davidson County, Tennessee described on Exhibit A attached hereto, together with the buildings, structures and improvements thereon.

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 the 28th day of June, 2005

ERP OPERATING LIMITED PARTNERSHIP, an Illinois limited partnership

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

By: _____
Name: Mark J. Parrell
Title: First Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Mark J. Parrell, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the First Vice President of Equity Residential, the general partner of ERP Operating Limited Partnership, and that he as such First Vice President, being authorized to do so, executed the forgoing instrument for the purpose herein contained, by signing the name of the real estate investment trust by himself as First Vice President.

WITNESS my hand and sealed, at office in Chicago, Illinois, this 28th day of June, 2005.

Tamilenn S Garrett
Notary Public

My Commission Expires: 8/8/2005



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 June, 2005.

Notary Public

My Commission Expires: 8/8/2005

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

EXHBIT A
(LEGAL DESCRIPTION)

A parcel of land in the Thirteenth (13th & 14th) Councilmanic Districts of Davidson County, Tennessee known as Cherry Creek Apartments I, II, III, (i.e. instrument: 200001100003209) and more particularly described as follows:

Beginning at an existing iron pin located at the southwesterly property corner of the Hermitage Baptist Church Property (i.e. Deed Book 2992, Page 326, R. O. D. C., TN.) Thence from said point of beginning:

South 82° 50' 37" East, 350.13 feet, to an existing iron pin, thence;
North 06° 30' 51" East, 192.05 feet, to an new iron pin, thence;
South 82° 45' 37" East, 317.92 feet, to a new iron pin, thence;
South 54° 18' 05" East, 675.31 feet, to a new iron pin, thence;
North 51° 42' 21" East, 64.22 feet, to a new iron pin, thence;
With a curve concave to the north having a radius of 335.00' feet, a curve length of 100.62 feet, a chord bearing of South 51° 48' 45" East, a chord distance of 100.24 feet, to a new iron pin, thence;
South 60° 25' 03" East, 102.80 feet, to a new iron pin, thence;
South 33° 44' 02" East, 250.13 feet, to an existing iron pin, thence;
South 06° 19' 28" East, 204.17 feet, to an iron pin, thence;
With a curve concave to the west having a radius of 970.00' feet, a curve length of 79.44 feet, a chord bearing of South 04° 01' 57" East, a chord distance of 79.42 feet, to an existing iron pin, thence;
South 88° 21' 15" West, 329.78 feet, to an existing iron pin, thence;
South 01° 38' 48" East, 319.27 feet, to an existing iron pin, thence;
South 26° 43' 57" West, 179.45 feet, to an existing iron pin, thence;
South 65° 02' 20" West, 523.76 feet, to a new iron pin, thence;
North 84° 45' 38" West, 1,017.62 feet, to an existing iron pin, thence;
North 06° 38' 06" East, 1,353.20 feet, to an existing iron pin, thence;
North 42° 58' 39" East, 167.93 feet, to the point of beginning.

Tax Parcel Numbers: Map & Parcel #86-154.00, Map & Parcel #86-280.00 & Map & Parcel #86-303.00

Being the same premises conveyed by instrument number 200001100003209, recorded on January 10, 2000, in the Register's Office of Davidson County, Tennessee.