

FILED/EFFECTIVE

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CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP

SECRETARY OF STATE
STATE OF IDAHO

(Instructions on back of application)

- The name of the limited partnership is: Equity Residential Properties Management Limited Partnership
- The date its certificate of limited partnership was filed with the Secretary of State: 12/21/94
- The limited partnership hereby cancels its certificate of limited partnership.
- The effective date of cancellation, if other than the date of filing, is: 12/31/01
(Leave blank if effective date is to be date of filing, or specify a future date)
- The reason for the cancellation is: no longer manages and is no longer needed
- Other matters (optional):

7. Signatures of all general partners: **ERP Operating Limited Partnership, its GP**
By: Equity Residential Properties Trust, its GP

Signature Lisa Currie
 Typed Name LISA CURRIE
 Signature _____
 Typed Name _____
 Signature _____
 Typed Name _____
 Signature _____
 Typed Name _____

Partnership Cancellation LP 3/95 Revised 1/2001

Secretary of State use only

IDAHO SECRETARY OF STATE
 12/04/2001 05:00
 CK: 28947 CT: 19577 BH: 432627
 1 @ 30.00 = 30.00 CANCEL LP # 5
 1 @ 20.00 = 20.00 EXPEDITE C # 6

L2405