

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 30 AM 9:14

1. Name of Limited Partnership	1a. DOCUMENT # A93000001054
CAPREIT NORTHLAKE LIMITED PARTNERSHIP	



Mailing Address ATTN: L. CURRIE TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO IL 60606	Principal Office Address ATTN: L. CURRIE TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO IL 60606	3. Date Formed or Registered 10/12/1993	5a. Capital Contributions as Shown on record. \$11,388,842.69
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 04/28/1998	5b. Amount of Capital Contributions in FLORIDA to date: \$ 115,039
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	6. FEI Number 36-4190154 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
City & State	City & State	7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)
Zip	Country	Zip	Country

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET STE. 105 TALLAHASSEE FL 32301	10. If changed, new Registered Agent/Office Name Lexis Document Services Inc. Street Address (P.O. Box Number is Not Acceptable) 3953 W. W. Kelley Road Suite, Apt. #, etc. City Tallahassee FL Zip Code 32311
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *Anthony Moody, not 544* DATE 12-23-98

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
ERP OPERATING LIMITED PARTNE	TWO NORTH RIVERSIDE P	CHICAGO IL 60606	E93000000305
ERP-QRS CPRT, INC.	TWO NORTH RIVERSIDE P	CHICAGO IL 60606	F97000005896
200002725672--4 -12/30/98--01002--004 ****437.50 ****437.50 200002725672--4 -12/30/98--01002--012 ***1065.00 *****88.75			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Lisa Currie* DATE 12/23/98
 Typed or Printed Name of General Partner Signing Form Asst. Sec. of GP - Equity Residential Daytime Telephone Number 312/474-1300