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August 13, 2002

VIA FACSIMILE (202-824-5090) and CERTIFIED MAIL

Securities and Exchange Commission
450 East Fifth Street, NW
Washington, D.C. 20549
Attn: Jonathan G. Katz, Secretary

**Re: Equity Residential Sworn Statements in Compliance with
Commission Order 4-460 (the "Order")**

Ladies and Gentlemen:

Here are sworn statements conforming to Exhibit A to the Order signed by Equity Residential's Principal Executive Officer, Douglas Crocker II, and Principal Financial Officer, David J. Neithercut. Equity Residential is the general partner of ERP Operating Limited Partnership ("ERP"). ERP itself is public company that files reports with the Commission pursuant to the Securities Exchange Act of 1934. ERP, like Equity Residential, had revenues during its last fiscal year of greater than \$1.2 billion.

This will confirm that the Commission's telephonic advice to the undersigned representative of ERP by Margaret McFarland, Deputy Secretary, that although ERP is a public company that files reports with the Commission pursuant to the Securities Exchange Act of 1934 and had revenues of greater than \$1.2 billion in its prior fiscal year, ERP's Principal Executive Officer and Principal Financial Officer (the same individuals as Equity Residential's) are not required to file sworn statements pursuant to Order 4-460, because, ERP is not included in the list of companies attached to Order No. 4-460.

Please date stamp the enclosed hard copy original of this letter to the undersigned in the enclosed postage paid envelope to evidence filing of the original signed sworn statements.

Very truly yours,

EQUITY RESIDENTIAL

Bradley A. Van Auken
First Vice President - Legal

BAV:ph

Enclosures

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OMB Number: 3235-0569
Expires: January 31, 2003

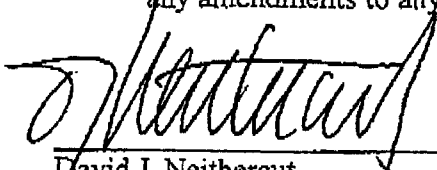
**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND
PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES
RELATING TO EXCHANGE ACT FILINGS**

I, David J. Neithercut, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Equity Residential (the "Company"), and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K filed with the Commission on March 7, 2002 of Equity Residential;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Equity Residential filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

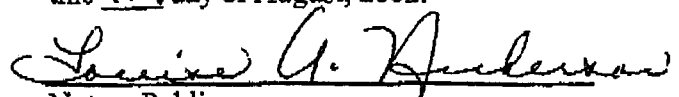
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 David J. Neithercut
 Chief Financial Officer
 August 13, 2002

Subscribed and sworn to before me
this 13th day of August, 2002.



 Notary Public

My Commission Expires: **LOUISE A. NICKERSON**
 Notary Public, Emmet County, MI
 My Commission Expires Mar. 9, 2003