This instrument prepared by:
Sherrard & Roe, PLC
424 Church Street
Suite 2000
Nashville, TN 73219

RETURN TO: Angela Ritterspach,
Title First Agency, Inc., 555 S. Front St.,
Suite 400, Columbus, OH 43215

Davidson County DEEDQC
Recvd: 12/17/04 13:52 5pgs
Fees:27.00 Taxes:0.00
20041217-0150364

QUITCLAIM DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel Nos.
221 N. LaSalle Street Suite 3700 Chicago, Illinois 60601	Same	Map 136, Par.32&33

FOR AND IN CONSIDERATION of Ten Dollars ($10.00) and other good and valuable consideration, ALLIANCE GT 5 LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as the "Grantor"), does hereby quitclaim, transfer and convey all of its right, title and interest in and to the following described property to ALLIANCE PP LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as the "Grantee"), said property being a certain tract or parcel of land in the County of ~~Shelby~~ Davidson, State of Tennessee, and more particularly described as follows:

See Exhibit "A" attached.

This is improved property known as 2999 Smith Springs Road, Nashville, TN 37217

Being the same property conveyed to Grantor deed from United Dominion Realty, L.P. by deed recorded as instrument number 20000922-0094109, Register's Office of Davidson County, Tennessee.

IN TESTIMONY WHEREOF, Grantor has caused this deed to be executed by its authorized officer, on the 22nd day of October, 2004.

ALLIANCE GT 5 LIMITED PARTNERSHIP,
A Delaware limited partnership

By: Alliance GT 5 GP, Inc., a Delaware corporation

By: _____
Andrew W. Schor, its President

9/16/2004 1:04 PM

STATE OF Illinois)
)
COUNTY OF Cook)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Andrew W. Schor, the President of Alliance GT 5 GP, Inc., the General Partner of Alliance GT 5 Limited Partnership, (or proved to me on the basis of satisfactory evidence) who upon oath acknowledged himself to be the within named bargainor, and who acknowledged that he, being authorized so to do, executed the within instrument for the purposes therein contained by signing the name of the Grantor by himself as its President.

WITNESS my hand and seal, at office in Chicago, Illinois, this 22nd day of October, 2004.

Christine S Bricker
Notary Public

"OFFICIAL SEAL"
Christine S. Bricker
Notary Public, State of Illinois
My Commission Exp. 07/18/2006

My Commission Expires:

_____

STATE OF Illinois)
)
COUNTY OF Cook)

The actual consideration for this transfer of property is $ 0 and no other monetary consideration.

_____
Affiant

Sworn to and subscribed before me
this 22ND day of October, 2004.

Christine S Bricker
Notary Public

"OFFICIAL SEAL"
Christine S. Bricker
Notary Public, State of Illinois
My Commission Exp. 07/18/2006

My Commission Expires:

_____

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9/16/2004 1:04 PM

Exhibit "A"

Land in Davidson County, Tennessee, more particularly described as follows:

[Insert metes and bounds legal description of ~~Lovington Crossing~~ Harbour Town Apartments]

PROPERTY DESCRIPTION

All those certain tracts or parcels of land, lying and being in the 29th Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, with all improvements thereon and appurtenances thereunto belonging, as shown on the plat of Harbour Town Apartments of record in Book 4675, page 10, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey prepared by Ragan-Smith-Associates, Inc., dated August 31, 2000.

TRACT A - Deed Parcel 33:
Beginning at an iron rod (new) at the easterly end of the southeast return curve at the intersection of New Smith Springs Road and Anderson Road; thence,

1. With the southerly right of way line of New Smith Springs Road (60-foot R.O.W.), S 86°38'00" E, 806.79 feet to an iron rod (old), the beginning of a return at the intersection of New Smith Springs Road and Old Anderson Road; thence,
2. 39.27 feet along the arc of a curve to the right that has a radius of 25.00 feet to an iron rod (old); said curve data has a chord bearing and distance of S 41° 38' 00" E, 35.36 feet; thence,
3. With the westerly right of way line of Old Anderson Road, 131.17 feet along the arc of a non-tangent curve to the right that has a radius of 204.52 feet to an iron rod (old); said curve has a chord bearing and distance of S 21° 41' 53" W, 128.94 feet; thence,
4. With said right of way line, 219.84 feet along the arc of a non-tangent curve to the right that has a radius of 675.47 feet to an iron rod (old); said curve has a chord bearing and distance of S 49° 18' 44" W, 218.87 feet; thence,
5. With said non-tangent right of way line, S 58° 33' 53" W, 125.84 feet to a P.K. Nail (old); thence,
6. With said right of way line, 95.67 feet along the arc of a non-tangent curve to the left that has a radius of 192.50 feet to an iron rod (new); said curve has a chord bearing and distance of S 44° 23' 56" W, 94.69 feet; thence,
7. Leaving the westerly right of way line of Old Anderson Road and with the north line of a tract of land conveyed to Eckhardt Exchange Corp., Trustee by deed of record in Instrument No. 200001070002394, R.O.D.C., Tennessee, N 85° 11' 00" W, 126.82 feet to an iron rod (old); thence,
8. With the westerly line of Eckhardt Exchange Corp., Trustee, S 01° 47' 25" E, 126.52 feet to an iron rod (old) in the north line of a tract of land conveyed to Eckhardt Exchange Corp., Trustee by Deed of Record in Instrument No. 199912280307721, R.O.D.C., Tennessee; thence,
9. With the north line of Eckhardt Exchange Corp., Trustee, S 88° 40' 16" W, 89.40 feet to an iron rod (old); thence,
10. With the west line of Eckhardt Exchange Corp., Trustee, S 01° 23' 15" E, 182.64 feet to an iron rod (old); thence,
11. With the northwesterly line of an area designated as Reserved Parcel as shown on the plan of Section Two, Harbour Town Village, as of record in Plat Book 4675, Page 146, R.O.D.C., Tennessee, S 51° 21' 00" W, 48.50 feet to an iron pin (new) on the easterly right of way line of Anderson Road, (60-foot right of way); thence,
12. With the easterly right of way line of Anderson Road, 334.30 feet along the arc of a curve to the right that has a radius of 767.43 feet to an iron pin (old); said curve has a chord bearing and distance of N 26° 09' 46" W, 331.67 feet; thence,
13. With said right of way line, that is non-tangent to the preceeding curve, N 13° 43' 21" W, 222.93 feet to an iron rod (old); thence,
14. With said right of way line, 264.64 feet along the arc of a non-tangent curve right that has a radius of 888.83 feet to an iron rod (new); said curve has a chord bearing and distance of N 05° 09' 13" W, 263.67 feet; thence,
15. 39.27 feet along the arc of a return curve to the right and that has a radius of 25.00 feet to the point of beginning; said curve has a chord bearing and distance of N 48° 22' 17" E, 35.35 feet.

This tract contains 361,520 square feet or 8.299 acres, more or less.

TRACT B - Deed Parcel 32:

Beginning at an iron rod (new) at the westerly end of the southwest return curve at the intersection of New Smith Springs Road and Anderson Road; thence,

1. 39.27 feet along the arc of a non-tangent return curve to the right that has a radius of 25.00 feet to an iron rod (new); said curve has a chord bearing and distance of S 41° 38' 16" E, 35.36 feet; thence,
2. With the westerly right of way line of Anderson Road (60-foot R.O.W.), 282.28 feet along the arc of a curve to the left that has a radius of 948.83 feet to an iron rod (new); said curve has a chord bearing and distance of S 05° 09' 38" E, 281.24 feet; thence,
3. With said right of way line, S 13° 41' 00" E, 191.79 feet to an iron rod (old); thence,
4. Leaving the westerly right of way line of Anderson Road and with the north line of Section One, Harbour Town Village, as recorded in Plat Book 4675, Page 4, R.O.D.C., Tennessee, the following six consecutive bearings and distances:
   a. S 76° 19' 00" W, 105.30 feet to an iron rod (old),
   b. N 58° 17' 00" W, 84.53 feet to an iron rod (new),
   c. S 80° 21' 00" W, 75.69 feet to an iron rod (new),
   d. N 47° 56' 31" W, 286.85 feet to an iron rod (old),
   e. N 75° 40' 03" W, 228.31 feet to an iron rod (old),
   f. N 87° 32' 12" W, 197.09 feet to an iron rod (old) in the east line of a tract of land conveyed to James R. Jones, et ux by deed of record in Book 3869, Page 543, R.O.D.C., Tennessee; thence,
5. With the east line of Jones and a tract of land conveyed to Compton Investment Properties, LLC of record in Book 11246, Page 297, R.O.D.C., Tennessee N 04° 03' 51" W, 410.63 feet to an iron rod (old) on the southerly right of way line of New Smith Springs Road; thence,
6. With the southerly right of way lines of said road, 353.58 feet along the arc of a curve to the right that has a radius of 733.43 feet to an iron rod (old); said curve has a chord bearing and distance of S 76° 57' 48" E, 350.16 feet; thence,
7. With said non-tangent right of way line, S 63° 17' 29" E, 31.13 feet to an iron rod (old); thence,
8. With said right of way line , 305.62 feet along the arc of a curve to the left that has a radius of 750.18 feet to an iron rod (old); said curve has a chord bearing and distance of S 74° 57' 44" E, 303.51 feet; thence,
9. With said right of way line, S 86° 38' 00" E, 153.07 feet to the point of beginning and containing 354,585 square feet or 8.140 acres, more or less.

Being the same property conveyed to United Dominion Realty Trust, Inc. by Warranty Deed from Harbour Town, L.P., a Tennessee limited liability partnership of record in Book 9183, Page 355, and by Quitclaim Deed of record in Book 9183, Page 360, both in the Register's Office of Davidson County, Tennessee.

Being property conveyed to Alliance GT5 Limited Partnership, by Deed of record as Instrument No. 20000922-0094109, in said Register's office.