31-B
L.7

Davidson County DEEDQC
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Fees:32.00 Taxes:0.00
20041222-0152521

This instrument prepared by:	After Recording Return to:
Robert G. Holt, Esq. 100 Galleria Parkway, Suite 600 Holt Ney Zatcoff & Wasserman, LLP Atlanta, Georgia 30339 Tel: 770-956-9600	J. Toger Swanson, Esq. Kutak Rock LLP 1650 Farnam Street Omaha, NE 68102 Tel: 402-346-6000

QUITCLAIM DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
1004 Farnam Street, Suite 400 Omaha, NE 68102	1004 Farnam Street, Suite 400 Omaha, NE 68102	163/90 163/306

FOR AND IN CONSIDERATION OF THE SUM OF TEN AND NO/100 ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, **GABLES-TENNESSEE PROPERTIES, L.L.C.** ("Grantor"), a Tennessee limited liability company (f/k/a Gables-Tennessee Properties, a Tennessee general partnership), whose address is 2859 Paces Ferry Road, Suite 1450, Atlanta, Georgia 30339, Attn: Mr. Edward A. Fish, III, Tel: 770-438-5513, does hereby transfer, remise, release, quitclaim, and convey unto **ARBOR KNOLL/CREST, LLC,** a Tennessee limited liability company, whose address is 1004 Farnam Street, Suite 400, Omaha, NE 68102 ("Grantee") certain real property in Davidson County, Tennessee, described on **EXHIBIT "A"** attached hereto and incorporated herein:

This is improved property known as:
Gables Hickory Hollow Apartments
100 Arbor Knoll Boulevard
Antioch, TN 37013

As used herein, the singular number shall include the plural, and the masculine gender all other genders.

IN WITNESS WHEREOF, Grantor executed this instrument on this 22nd day of December, 2004.

GABLES-TENNESSEE PROPERTIES, L.L.C., a Tennessee limited liability company

By: Gables Realty Limited Partnership, a Delaware limited partnership, Member

By: Gables GP, Inc., a Texas corporation, its sole general partner

By: _____
Dennis E. Rainosek,
Vice President

STATE OF TEXAS)
)
COUNTY OF HARRIS)

Before me, Belen Reyna, a Notary Public in and for the County and State aforesaid, personally appeared Dennis E. Rainosek, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President of Gables GP, Inc., a Texas corporation, the sole General Partner of Gables Realty Limited Partnership, a Delaware limited partnership, which is a Member of Gables-Tennessee Properties, L.L.C., the within named bargainor, a limited liability company, and that he as such the Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as the Vice President of the corporate general partner of the partnership which is a Member of such limited liability company.

Witness my hand and seal at office, this 30 day of December, 2004.

_____
Notary Public

My Commission Expires: 3/26/08

BELEN REYNA
Notary Public, State of Texas
My Commission Expires
March 26, 2008

I hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer is Ten ($10.00) Dollars.

Dennis E Rainosek

DENNIS E. RAINOSEK, Affiant

Subscribed and sworn to before me this 20 day of December, 2004.

Belen Reyna

Notary Public

BELEN REYNA
Notary Public, State of Texas
My Commission Expires
March 26, 2008

EXHIBIT A

Tract 1:

Being part of the Arbors of Hickory Hollow as recorded in Book 6305, page 521 at the Register's Office of Davidson County, Tennessee and being more particularly described as follows:

Commencing at the northwest corner of Phase I of the Arbors of Hickory Hollow and the present south line of Bell Road (115 foot right-of-way); thence S 06 deg. 42' 18" E along the east line of Bell Trace Section One as recorded in Plat Book 5210, page 36 at the Register's Office of Davidson County, Tennessee, a measured distance of 311.37 feet (called 311.50 feet) to a found iron pin in concrete; thence S 56 deg. 58' 36" W along the southeast line of Bell Trace Section One, a measured distance of 97.20 feet (called 96.95 feet) to a found iron pin in concrete; thence S 53 deg. 11' 51" W along the southeast line of Bell Trace Section One a called and measured distance of 145.50 feet to a point of beginning; thence S 10 deg. 50' 16" W along the east line of Bell Trace Section One a measured distance of 207.96 feet (called 208.13 feet) to a found concrete monument; thence S 00 deg. 14' 57" W along the east line of Bell Trace Section One a measured distance of 194.10 feet (called 194.37 feet) to a found concrete monument, said point being the northeast corner of the Mill Creek Club property as recorded in Plat Book 5050, page 103 at the Register's Office of Davidson County, Tennessee; thence along the east line of Mill Creek Club property the following courses and distances: S 01 deg. 12' 10" E, a measured distance of 178.36 feet (called 178.30 feet) to a found concrete monument; thence S 03 deg. 29' 19" E, a measured distance of 149.42 feet (called 149.34 feet) to a found concrete monument; thence S 01 deg. 34' 11" E a called and measured distance of 254.26 feet to a found concrete monument; thence S 06 deg. 12' 10" W a distance of 106.11 feet to a point; thence S 83 deg. 45' 00" E a measured distance of 319.90 feet (called 320.00 feet) to a point; thence S 19 deg. 41' 18" E a called and measured distance of 220.00 feet to a point; thence S 80 deg. 00' 03" E a measured distance of 686.80 feet (called 686.14 feet) to a point, said point being in the west line of the Parcel 82 Interchange Development Corporation property as recorded in Book 4158, page 352 at the Register's Office of Davidson County, Tennessee; thence N 03 deg. 34' 43" E along the west line of Parcel 82 a distance of 262.77 feet to a found concrete monument, said point being the southwest corner of Parcel 209, William J. Berry, Jr. as recorded in Book 6092, page 416 at the Register's Office of Davidson County, Tennessee; thence N 03 deg. 36' 08" E along the west line of Parcel 209 a called and measured distance of 150.60 feet to a point, thence N 04 deg. 55' 03" E along Parcel 209, a distance of 170.40 feet to a point; thence N 35 deg. 18' 15" W a measured distance of 872.96 feet (called 872.32 feet) to a point; thence N 66 deg. 20' 15" W a called and measured distance of 245.00 feet to a point; thence S 45 deg. 06' 51" W a measured distance of 185.06 feet (called 185.00 feet) to a found iron pin; thence N 49 deg. 44' 45" W a measured distance of 285.04 feet (called 285.00 feet) to the point of beginning and containing 1,109,772 square feet or 25.47 acres.

Being the same property conveyed to Gables-Tennessee Properties (successor to Arbor-Knoll Limited Partnership) by Deed of record in Book 9244, Page 624, Register's Office for Davidson County, Tennessee.

Tract 2:

Being part of the Arbors of Hickory Hollow as recorded in Book 6743, Page 989 at the Register's Office of Davidson County, Tennessee and being more particularly described as follows:

Commencing at the Northwest corner of Phase I of the Arbors of Hickory Hollow and the present south line of Bell Road (115 foot right-of-way); thence S 06 deg. 42' 18" E along the east line of Bell Trace Section One as recorded in Plat Book 5210, page 36 at the Register's Office of Davidson County, Tennessee, a distance of 311.37 feet to a found iron pin in concrete; thence S 56 deg. 58' 36" W along the southeast line of Bell Trace Section One, a distance of 97.20 feet to a found iron pin in concrete; thence S 53 deg. 11' 51" W along the southeast line of Bell Trace Section One a distance of 145.50 feet to a point; thence S 10 deg. 50' 16" W along the east line of Bell Trace Section One a distance of 207.96 feet to a found concrete monument; thence S 00 deg. 14' 57" W along the east line of Bell Trace Section One a distance of 194.10 feet to a found concrete monument, said point being the northeast corner of the Mill Creek Club property as recorded in Plat Book 5050, page 103 at the Register's Office of Davidson County, Tennessee; thence along the east line of Mill Creek Club property the following courses and distances: S 01 deg. 12' 10" E, a distance of 178.36 feet to a found concrete monument; thence S 03 deg. 29' 19" E, a distance of 149.42 feet to a found concrete monument; thence S 01 deg. 34' 11" E a distance of 254.26 feet to a found concrete monument; thence S 06 deg. 12' 10" W a distance of 106.11 feet to the point of beginning; thence S 06 deg. 12' 10" W a distance of 110.38 feet to a found concrete monument; thence S 07 deg. 14' 42" W a distance of 102.67 feet to a found concrete monument; thence S 28 deg. 46' 04" W a distance of 626.80 feet to a found concrete monument, said point being in the east line of Hickory Park Villas Section Two as recorded in Plat Book 5200, page 603 at the Register's Office of Davidson County, Tennessee; thence S 03 deg. 49' 18" W along the east line of Hickory Park Villas Section Two a distance of 120.16 feet to a found iron pin, thence S 14 deg. 45' 20" E along the east line of Hickory Park Villas Section Two, a distance of 139.72 feet to a found iron pin on the north line of Parcel One of Milton A. Paul; thence S 86 deg. 42' 23" E along the north line of Parcel One, a distance of 1,316.37 feet to a found P.K. Nail in Corner Stone, said point being the southwest corner of Parcel 82 of the Interchange Development Corporation property as recorded in Book 4158, page 352 at the Register's Office of Davidson County, Tennessee; thence N 04 deg. 57' 25" E along the west line of Parcel 82, a distance of 313.79 feet to a found iron pin; thence N 03 deg. 34' 43" E along Parcel 82 a distance of 418.65 feet to a point; thence N 80 deg. 00' 03" W a distance of 686.80 feet to a point; thence N 19 deg. 41' 18" W a distance of 686.80 feet to a point; thence N 19 deg. 41' 18" W a distance of 220.00 feet to a point; thence N 83 deg. 45' 00" W a distance of 319.90 feet to the point of beginning.

Being the same property conveyed to Gables-Tennessee Properties, a Tennessee general partnership by Deed of record in Book 9244, Page 522, Register's Office for Davidson County, Tennessee.

Together with easements and access rights with rights of ingress and egress of pedestrian and vehicular traffic to Bell Road as contained in that certain Declaration of Easements by Crow Bell Road Associates, dated June 1, 1984 and recorded in Deed Book 6305, page 527, in the Register's Office of Davidson County, Tennessee, as amended by that certain First Amendment to Declaration of Easements dated June 1, 1984 and recorded in Deed Book 6950, page 6666, aforesaid office; and as amended by that certain Second Amendment to Declaration of Easements dated June 1, 1984 and recorded in Deed Book 7480, page 985, aforesaid office (as amended the "Declaration"); and as shown on the Plan of record in Book 6900, page 709, in the Register's Office of Davidson County, Tennessee.