UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-13400

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP

(Exact name of registrant as specified in its charter)

Maryland	61-1051452
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

10172 Linn Station Road, Louisville, Kentucky 40223
(Address of principal executive offices)

(502) 426-4800
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

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Some of the statements included in this quarterly report on Form 10-Q, particularly those included in Part I, Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), may be considered "forward-looking statements" because the statements relate to matters which have not yet occurred. For example, phrases such as "we anticipate," "believe" or "expect" indicate that it is possible that the event anticipated, believed or expected may not occur. If these events do not occur, the result which we expected also may, or may not, occur in a different manner, which may be more or less favorable to us. We do not undertake any obligation to update these forward-looking statements.

Any forward-looking statements included in MD&A, or elsewhere in this report, reflect our general partner's best judgment based on known factors, but involve risks and uncertainties. Actual results could differ materially from those anticipated in any forward-looking statements as a result of a number of factors, including but not limited to those described in our filings with the Securities and Exchange Commission, particularly our annual report on Form 10-K for the year ended December 31, 2003. Any forward-looking information provided by us pursuant to the safe harbor established by the Private Securities Litigation Reform Act of 1995 should be evaluated in the context of these factors.

PART I - FINANCIAL INFORMATION
Item 1 - Consolidated Financial Statements

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP
CONSOLIDATED BALANCE SHEETS

	As of June 30, 2004 (UNAUDITED)	As of December 31, 2003
ASSETS		
Cash and equivalents	$ 265,216	$ 191,321
Cash and equivalents - restricted	812,000	363,643
Accounts receivable, net	625,967	576,113
Land, buildings and amenities, net	19,883,966	20,360,408
Other assets	819,774	893,961
TOTAL ASSETS	$ 22,406,923	$ 22,385,446
LIABILITIES AND PARTNERS' EQUITY		
Mortgages payable	$ 13,597,227	$ 13,614,792
Accounts payable and accrued expenses	853,839	725,261
Accounts payable - affiliate	550,285	294,771
Security deposits	229,239	210,252
Other liabilities	468,757	192,601
TOTAL LIABILITIES	15,699,347	15,037,677
MINORITY INTEREST	999,868	1,015,947
COMMITMENTS AND CONTINGENCIES (Note 10)		
PARTNERS' EQUITY	5,707,708	6,331,822
TOTAL LIABILITIES AND PARTNERS' EQUITY	$ 22,406,923	$ 22,385,446

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP
CONSOLIDATED STATEMENT OF PARTNERS' EQUITY
(UNAUDITED)

	Limited Partners	General Partner	Total
PARTNERS' EQUITY/(DEFICIT)			
Capital contributions, net of offering costs	$ 30,582,037	$ 100	$ 30,582,137
Net (loss) income - prior years	(6,453,939)	48,606	(6,405,333)
Net loss - current year	(617,873)	(6,241)	(624,114)
Cash distributions declared to date	(16,641,480)	(168,177)	(16,809,657)
Repurchase of limited partnership interests	(1,035,325)	--	(1,035,325)
BALANCES ON JUNE 30, 2004	$ 5,833,420	$ (125,712)	$ 5,707,708

The accompanying notes to consolidated financial statements are an integral part of these statements.

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
REVENUES				
Rental income	$ 979,010	$ 1,059,084	$ 1,926,765	$ 2,016,137
Tenant reimbursements	300,597	333,400	568,126	582,280
TOTAL REVENUES	1,279,607	1,392,484	2,494,891	2,598,417
EXPENSES				
Operating expenses	356,442	395,197	739,048	706,244
Operating expenses - affiliated	149,024	152,325	314,651	293,571
Management fees	70,406	79,399	137,577	149,259
Real estate taxes	131,823	133,827	263,646	267,654
Professional and administrative expenses	165,439	191,875	443,593	372,460
Professional and administrative expenses - affiliated	54,465	49,824	102,495	96,722
Depreciation and amortization	322,888	306,344	646,520	620,994
TOTAL OPERATING EXPENSES	1,250,487	1,308,791	2,647,530	2,506,904
OPERATING INCOME (LOSS)	29,120	83,693	(152,639)	91,513
Interest and other income	6,173	(237)	12,255	2,825
Interest expense	(244,101)	(244,470)	(489,224)	(494,293)
Loss on disposal of assets	(4,176)	--	(4,176)	--
Loss before minority interest	(212,984)	(161,014)	(633,784)	(399,955)
Minority interest income (loss)	694	11,688	(9,670)	4,642
Net loss	$ (213,678)	$ (172,702)	$ (624,114)	$ (404,597)
Net loss allocated to the limited partners	$ (211,541)	$ (170,975)	$ (617,873)	$ (400,551)
Net loss per limited partnership interest	$ (6.93)	$ (5.60)	$ (20.24)	$ (13.12)
Weighted average number of limited partnership interests	30,521	30,521	30,521	30,521

The accompanying notes to consolidated financial statements are an integral part of these statements.

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30, 2004	Six Months Ended June 30, 2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (624,114)	$ (404,597)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss on disposal of assets	4,176	--
Depreciation and amortization	757,914	725,822
Minority interest (loss) income	(9,670)	4,642
Changes in assets and liabilities:		
Cash and equivalents - restricted	(448,357)	(302,370)
Accounts receivable	(49,854)	(37,454)
Other assets	(34,092)	(81,965)
Accounts payable and accrued expenses	384,092	750,302
Security deposits	18,987	49,513
Other liabilities	276,156	283,043
Net cash provided by operating activities	275,238	986,936
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to land, buildings and amenities	(174,253)	(524,018)
Minority interest	(6,409)	(3,523)
Net cash used in investing activities	(180,662)	(527,541)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from mortgages payable	212,486	122,499
Principal payments on mortgages and notes payable	(230,051)	(565,035)
Additions to loan costs	(3,116)	(28,503)
Net cash used in financing activities	(20,681)	(471,039)
Net increase (decrease) in cash and equivalents	73,895	(11,644)
CASH AND EQUIVALENTS, beginning of period	191,321	235,801
CASH AND EQUIVALENTS, end of period	$ 265,216	$ 224,157
Interest paid on a cash basis	$ 460,801	$ 468,423

The accompanying notes to consolidated financial statements are an integral part of these statements.

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

The unaudited consolidated financial statements included herein should be read in conjunction with NTS-Properties V's 2003 annual report on Form 10-K as filed with the Securities and Exchange Commission on March 29, 2004. In the opinion of our general partner, all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation have been made to the accompanying consolidated financial statements for the three and six months ended June 30, 2004 and 2003. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period. As used in this quarterly report on Form 10-Q the terms "we," "us" or "our," as the context requires, may refer to NTS-Properties V or its interests in its properties and joint ventures.

Note 1 - Consolidation Policy

The consolidated financial statements include the accounts of all wholly-owned properties and majority-owned joint ventures. Intercompany transactions and balances have been eliminated.

Minority Interest

In May 2003, the Financial Accounting Standards Board ("FASB") issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS 150"). SFAS 150 establishes standards for classifying and measuring as liabilities certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity. SFAS 150 was effective for all financial instruments created or modified after May 31, 2003, and otherwise was effective at the beginning of the first interim period beginning after June 15, 2003. On November 7, 2003, FASB Staff Position No. FAS 150-3 was issued, which deferred for an indefinite period the classification and measurement provisions, but not the disclosure provisions of SFAS 150.

We consolidate certain properties that are also owned by affiliated parties that have noncontrolling interests. In certain cases, the applicable joint venture agreement provides for a contractual termination date of the agreement based on certain specified events. SFAS 150 describes this type of arrangement as a "limited-life subsidiary". SFAS 150 requires the disclosure of the estimated settlement value of these noncontrolling interests. As of June 30, 2004, the estimated settlement value of these noncontrolling interests is approximately $3,372,000. This settlement value is based on estimated third party consideration paid to the joint venture upon disposition of each property and is net of all other assets and liabilities including any yield maintenance that would have been due on that date had the mortgage encumbering each property been prepaid on June 30, 2004. Due to the inherent risks and uncertainties related to the operations and sale of real estate assets, among other things, the amount of any potential distribution to the noncontrolling interests is likely to change.

Note 2 - Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 3 - Concentration of Credit Risk

We own and operate or have a joint venture investment in one commercial property - Commonwealth Business Center Phase II, in Louisville, Kentucky and three commercial properties - Lakeshore Business Center Phases I, II and III, in Ft. Lauderdale, Florida. We also have a joint venture investment in an apartment community - The Willows of Plainview Phase II, in Louisville, Kentucky.

Our financial instruments that are exposed to concentrations of credit risk consist of cash and equivalents. We maintain our cash accounts primarily with banks located in Kentucky. Cash balances are insured by the FDIC up to $100,000 per bank account. We may at times, in certain accounts, have deposits in excess of $100,000.

Note 4 - Cash and Equivalents

Cash and equivalents include cash on hand and short-term, highly liquid investments with initial maturities of three months or less. We have a cash management program which provides for the overnight investment of excess cash balances. Under an agreement with a bank, excess cash is invested in a repurchase agreement for U.S. government or agency securities each night. As of June 30, 2004, approximately $99,000 of our overnight investment was included in cash and equivalents.

Note 5 - Cash and Equivalents - Restricted

Cash and equivalents - restricted represents funds received for residential security deposits and funds which have been escrowed with mortgage companies for property taxes and capital improvements in accordance with the loan agreements with said mortgage companies.

Note 6 - Basis of Property and Depreciation

Land, buildings and amenities are stated at historical cost, less accumulated depreciation. Costs directly associated with the acquisition, development and construction of a project are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets which are 5-30 years for land improvements, 3-30 years for buildings and improvements, 3-30 years for amenities and the applicable lease term for tenant improvements. The aggregate cost of our properties for federal tax purposes is approximately $42,054,000.

Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," specifies circumstances in which certain long-lived assets must be reviewed for impairment. If the carrying amount of an asset exceeds the sum of its expected future cash flows, the asset's carrying value must be written down to fair value. There were no impairment losses during any of the periods presented.

Note 7 - Mortgages Payable

Mortgages payable consist of the following:

	June 30, 2004	December 31, 2003
Mortgage payable to an insurance company in monthly installments, bearing interest at a fixed rate of 8.125%, due August 1, 2008, secured by land and a building.	$ 3,313,988	$ 3,356,890
Mortgage payable to an insurance company in monthly installments, bearing interest at a fixed rate of 8.125%, due August 1, 2008, secured by land and buildings.	3,080,220	3,120,096
Mortgage payable to a bank on demand with interest payable in monthly installments, at a variable rate based on LIBOR daily rate plus 2.5%, currently 3.615%, due October 1, 2005, secured by land and a building.	2,844,873	2,632,387
Mortgage payable to an insurance company in monthly installments, bearing interest at a fixed rate of 7.2%, due January 5, 2013, secured by land, buildings and amenities.	2,227,679	2,319,883
Mortgage payable to an insurance company in monthly installments, bearing interest at a fixed rate of 7.2%, due January 5, 2013, secured by land, buildings and amenities.	1,330,467	1,385,536
Mortgage payable to a bank on demand with interest payable in monthly installments, at a variable rate based on LIBOR one-month rate plus 2.75%, currently 3.860%, due November 1, 2004, secured by land and a building.	800,000	800,000
	$ 13,597,227	$ 13,614,792

Our mortgages may be prepaid but are generally subject to a yield-maintenance premium.

As of June 30, 2004, the fair value of long-term debt is approximately $13,892,000, based on the borrowing rates currently available to us for mortgages with similar terms and average maturities.

Note 8 - Accounts Payable - Affiliate

Accounts payable - affiliate includes amounts owed to NTS Development Company for reimbursement of salary and overhead expenses.

NTS Development Company has agreed to defer, until March 31, 2005, amounts owed to them by us as of December 31, 2003 and those amounts accruing from January 1, 2004 through March 31, 2005, other than as permitted by our cash flows. There can be no assurances that NTS Development Company will continue to defer amounts due them past March 31, 2005.

Note 9 - Related Party Transactions

Pursuant to an agreement with us, NTS Development Company, an affiliate of our General Partner, receives property management fees on a monthly basis. The monthly fees are equal to 5% of the gross receipts from our apartment community and 6% of the gross receipts from our commercial properties. Also pursuant to an agreement, NTS Development Company receives a repair and maintenance fee equal to 5.9% of costs incurred which relates to capital improvements and major repair and renovation projects. These repair and maintenance fees are capitalized as part of land, buildings and amenities.

We were charged the following amounts from NTS Development Company for the six months ended June 30, 2004 and 2003. These charges include items which have been expensed as operating expenses - affiliated or professional and administrative expenses - affiliated and items which have been capitalized as other assets or as land, buildings and amenities.

	Six Months Ended June 30,	
	2004	2003
Property management fees	$ 137,577	$ 149,259
Property management	224,124	195,093
Leasing	21,400	45,506
Administrative - operating	65,288	52,610
Other	3,839	362
Total operating expenses - affiliated	314,651	293,571
Professional and administrative expenses - affiliated	102,495	96,722
Repair and maintenance fees	6,439	1,260
Leasing commissions	187	1,020
Total related party transactions capitalized	6,626	2,280
Total related party transactions	$ 561,349	$ 541,832

Note 10 - Commitments and Contingencies

As an owner of real estate, we are subject to various environmental laws of federal, state and local governments. Our compliance with existing laws has not had a material adverse effect on our financial condition or results of operations. However, we cannot predict the impact of new or changed laws or regulations on our current properties or on properties that we may acquire in the future.

Litigation

On December 12, 2001, three individuals filed an action in the Superior Court of the State of California for the County of Contra Costa (the "Superior Court") originally captioned *Buchanan, et al. v. NTS-Properties Associates, et al*. (Case No. C 01-05090) against the general partners (the "General Partners") of NTS-Properties III, NTS-Properties IV, NTS-Properties V, NTS-Properties VI and NTS-Properties VII, Ltd. (the "Partnerships"), as well as several individuals and entities affiliated with us. The action purported to bring claims on behalf of a class of limited partners. These claims were based on, among other things, tender offers made by the Partnerships and an affiliate of the General Partners, as well as the operation of the Partnerships by the General Partners. The plaintiffs alleged, among other things, that the prices at which limited partnership interests were purchased in these tender offers were too low. The plaintiffs sought monetary damages and equitable relief, including an order directing the disposition of the properties owned by the Partnerships and the distribution of the proceeds. No amounts have been accrued as a liability for this action in our financial statements. Under an indemnification agreement with our general partner, we are responsible for the costs of defending any such action.

On February 27, 2003, two individuals filed a class and derivative action in the Circuit Court of Jefferson County, Kentucky captioned *Bohm, et al. v. J.D. Nichols, et al.* (Case No. 03-CI-01740) against certain of the General Partners and several individuals and entities affiliated with us. The complaint was amended to include the general partner of NTS-Properties III and the general partner of NTS-Properties Plus Ltd., which is no longer in existence. In the amended complaint, the plaintiffs purport to bring claims on behalf of a class of limited partners and derivatively on behalf of us and the Partnerships based on alleged overpayment of fees, prohibited investments, improper failures to make distributions, purchases of limited partnerships interests at insufficient prices and other violations of the limited partnership agreements. The plaintiffs are seeking, among other things, compensatory and punitive damages in an unspecified amount, an accounting, the appointment of a receiver or liquidating trustee, the entry of an order of dissolution against the Partnerships, a declaratory judgment and injunctive relief. No amounts have been accrued as a liability for this action in our financial statements. Our general partner and legal counsel believe that this action is without merit and are vigorously defending it.

On June 20, 2003, the General Partners reached an agreement in principle with the representatives of the class of plaintiffs to settle the *Buchanan* litigation. This agreed upon settlement includes releases for all of the parties for all of the claims asserted in the *Buchanan* litigation and the *Bohm* litigation. As part of the agreed upon settlement, the General Partners agreed to pursue a merger of the Partnerships and other real estate entities affiliated with the General Partners into a newly-formed entity named NTS Realty Holdings Limited Partnership ("NTS Realty"). NTS Development Company agreed to pay the Partnerships $1,500,000 on the closing date of the merger. We expect to receive $345,000 of this payment.

On December 5, 2003, the General Partners, certain of their affiliates and the class of plaintiffs in the *Buchanan* litigation jointly filed a Stipulation and Agreement of Settlement (the "Settlement Agreement") with the Superior Court. The Settlement Agreement sets forth in writing the terms of the agreed upon settlement the parties reached on June 20, 2003. On February 26, 2004, the Superior Court preliminarily approved the Settlement Agreement as within the range of reasonableness and that it is fair, just and adequate to the class of plaintiffs. The Superior Court scheduled a hearing to finally determine whether the Settlement Agreement is in the best interests of the class of plaintiffs and whether the *Buchanan* litigation should be dismissed with prejudice.

On March 2, 2004, we, along with all defendants, filed a Motion to Dismiss the *Bohm* litigation. After the Motion to Dismiss was fully briefed, the settlement agreement in the *Buchanan* litigation received final court approval. The Circuit Court of Jefferson County, Kentucky, instructed the plaintiffs in the *Bohm* litigation to file an amended complaint in light of the approved settlement of the *Buchanan* litigation. The plaintiffs in the *Bohm* litigation filed a corrected Second Amended Complaint on August 11, 2004. Our general partner believes that the claims asserted in the corrected Second Amended Complaint have no merit.

On May 6, 2004, the Superior Court granted its final approval of the Settlement Agreement. At the final hearing, any member of the class of plaintiffs was given the opportunity to object to the final approval of the Settlement Agreement, the entry of a final judgment dismissing with prejudice the *Buchanan* litigation, or an application of an award for attorneys' fees and expenses to plaintiffs' counsel. The Superior Court's order provides, among other things, that: (1) the Settlement Agreement, and all transactions contemplated thereby, including the proposed merger of the Partnerships into NTS Realty, are fair, reasonable and adequate, and in the best interests of the class of plaintiffs; (2) the plaintiffs' complaint and each and every cause of action and claim set forth therein is dismissed with prejudice; (3) each class member is barred from (a) transferring, selling or otherwise disposing of (other than by operation of law) their interests until the earlier of the closing date of the merger, the termination of the settlement or June 30, 2004; and (4) each class member who requested to be excluded from the settlement released their claims in the *Bohm* litigation.

On June 11, 2004, Joseph Bohm and David Duval, class members who objected to the Settlement Agreement but were overruled by the Superior Court, filed an appeal in the Court of Appeals of the State of California, first Appellate District. Our general partner believes that this appeal has no merit and intends to defend it and the decision of the Superior Court.

For the six months ended June 30, 2004 and 2003, our share of the legal costs for the *Buchanan* and *Bohm* litigations was approximately $137,000 and $158,000, respectively, which was included in our professional and administrative expenses.

We do not believe there is any other litigation threatened against us other than routine litigation arising out of the ordinary course of business, some of which is expected to be covered by insurance, none of which is expected to have a material effect on our consolidated financial position or results of operations, except as discussed herein.

Proposed Merger

As part of the Settlement Agreement, our general partner and the general partners of the four public partnerships affiliated with us, have agreed to pursue a merger of the partnerships and several other affiliated real estate entities into a newly formed limited partnership known as NTS Realty. The merger is subject to, among other things, approval by a majority of the limited partner interests in each partnership. We may not seek the approval of the limited partners until a filing made by NTS Realty with the Securities and Exchange Commission is declared effective. For the six months ended June 30, 2004 and 2003, our share of the legal and professional fees for the proposed merger was approximately $245,000 and $67,000, respectively.

On February 4, 2004, NTS Realty filed a joint consent solicitation statement/prospectus on Form S-4 with the Securities and Exchange Commission. The solicitation statement/prospectus presents the merger of NTS-Properties III; NTS-Properties IV; NTS-Properties V; NTS-Properties VI; and NTS-Properties VII, Ltd. with NTS Realty. Concurrent with the merger, ORIG, LLC, a Kentucky limited liability company, which is affiliated with our general partner, will contribute substantially all its real estate assets and all of its liabilities to NTS Realty.

On June 24, 2004 and August 13, 2004, NTS Realty filed first and second amendments, respectively, to Form S-4 with the Securities and Exchange Commission. Both amendments are in response to comments made by the Securities and Exchange Commission.

Note 11 - Segment Reporting

Our reportable operating segments are Residential and Commercial Real Estate Operations. The residential operations represent our ownership and operating results relative to the apartment complex known as The Willows of Plainview Phase II. The commercial real estate operations represent our ownership and operating results relative to suburban commercial office space known as Commonwealth Business Center Phase II and Lakeshore Business Center Phases I, II and III.

The financial information of the operating segments has been prepared using a management approach, which is consistent with the basis and manner in which our management internally reports financial information for the purposes of assisting in making internal operating decisions. Our management evaluated performance based on stand-alone operating segment net income. Professional and administrative expenses, interest and other income, depreciation, interest expense and minority interest income (loss) recorded at the Partnership level have not been allocated to the segments.

	Three Months Ended June 30, 2004		
	Residential	Commercial	Total
Rental income	$ 284,470	$ 694,540	$ 979,010
Tenant reimbursements	--	300,597	300,597
Total revenues	284,470	995,137	1,279,607
Operating expenses and operating expenses - affiliated	132,066	373,400	505,466
Management fees	15,347	55,059	70,406
Real estate taxes	14,490	117,333	131,823
Depreciation and amortization	56,911	261,322	318,233
Total operating expenses	218,814	807,114	1,025,928
Operating income	65,656	188,023	253,679
Interest and other income	69	5,333	5,402
Interest expense	(64,967)	(174,043)	(239,010)
Loss on disposal of assets	(4,176)	--	(4,176)
Net (loss) income	$ (3,418)	$ 19,313	$ 15,895

	Three Months Ended June 30, 2003		
	Residential	Commercial	Total
Rental income	$ 303,787	$ 755,297	$ 1,059,084
Tenant reimbursements	--	333,400	333,400
Total revenues	303,787	1,088,697	1,392,484
Operating expenses and operating expenses - affiliated	135,360	412,162	547,522
Management fees	15,791	63,608	79,399
Real estate taxes	16,779	117,048	133,827
Depreciation and amortization	56,994	244,695	301,689
Total operating expenses	224,924	837,513	1,062,437
Operating income	78,863	251,184	330,047
Interest and other income	211	(519)	(308)
Interest expense	(70,150)	(169,229)	(239,379)
Net income	$ 8,924	$ 81,436	$ 90,360

	Six Months Ended June 30, 2004		
	Residential	Commercial	Total
Rental income	$ 577,608	$ 1,349,157	$ 1,926,765
Tenant reimbursements	--	568,126	568,126
Total revenues	577,608	1,917,283	2,494,891
Operating expenses and operating expenses - affiliated	301,225	752,474	1,053,699
Management fees	30,109	107,468	137,577
Real estate taxes	28,980	234,666	263,646
Depreciation and amortization	113,495	523,717	637,212
Total operating expenses	473,809	1,618,325	2,092,134
Operating income	103,799	298,958	402,757
Interest and other income	578	10,630	11,208
Interest expense	(131,264)	(347,779)	(479,043)
Loss of disposal of assets	(4,176)	--	(4,176)
Net loss	$ (31,063)	$ (38,191)	$ (69,254)

	Six Months Ended June 30, 2003		
	Residential	Commercial	Total
Rental income	$ 619,892	$ 1,396,245	$ 2,016,137
Tenant reimbursements	--	582,280	582,280
Total revenues	619,892	1,978,525	2,598,417
Operating expenses and operating expenses - affiliated	247,984	751,831	999,815
Management fees	32,404	116,855	149,259
Real estate taxes	33,558	234,096	267,654
Depreciation and amortization	114,390	497,296	611,686
Total operating expenses	428,336	1,600,078	2,028,414
Operating income	191,556	378,447	570,003
Interest and other income	237	2,444	2,681
Interest expense	(141,599)	(342,513)	(484,112)
Net income	$ 50,194	$ 38,378	$ 88,572

A reconciliation of the totals reported for the operating segments to the applicable line items in the consolidated financial statements for the three and six months ended June 30, 2004 and 2003, is necessary given amounts recorded at the Partnership level and not allocated to the operating properties for internal reporting purposes.

	Three Months Ended June 30, 2004	Three Months Ended June 30, 2003
DEPRECIATION AND AMORTIZATION		
Total depreciation and amortization for reportable segments	$ 318,233	$ 301,689
Depreciation and amortization for Partnership	4,655	4,655
Total depreciation and amortization	$ 322,888	$ 306,344
INTEREST AND OTHER INCOME		
Total interest and other income for reportable segments	$ 5,402	$ (308)
Interest and other income for Partnership	771	71
Total interest and other income	$ 6,173	$ (237)
INTEREST EXPENSE		
Total interest expense for reportable segments	$ 239,010	$ 239,379
Interest expense for Partnership	5,091	5,091
Total interest expense	$ 244,101	$ 244,470
NET LOSS		
Total net loss for reportable segments	$ 15,895	$ 90,360
Net loss for Partnership (1)	(228,879)	(251,374)
Minority interest income	694	11,688
Total net loss	$ (213,678)	$ (172,702)

(1) The Partnership net loss is primarily composed of professional and administrative costs born by the Partnership as well as interest and other income, depreciation, interest expense and minority interest recorded at the partnership level and not allocated to the operating segments. The professional and administrative costs include the tax and public company reporting and compliance costs associated with a public limited partnership.

	Six Months Ended June 30, 2004	Six Months Ended June 30, 2003
DEPRECIATION AND AMORTIZATION		
Total depreciation and amortization for reportable segments	$ 637,212	$ 611,686
Depreciation and amortization for Partnership	9,308	9,308
Total depreciation and amortization	$ 646,520	$ 620,994
INTEREST AND OTHER INCOME		
Total interest and other income for reportable segments	$ 11,208	$ 2,681
Interest and other income for Partnership	1,047	144
Total interest and other income	$ 12,255	$ 2,825
INTEREST EXPENSE		
Total interest expense for reportable segments	$ 479,043	$ 484,112
Interest expense for Partnership	10,181	10,181
Total interest expense	$ 489,224	$ 494,293
NET LOSS		
Total net (loss) income for reportable segments	$ (69,254)	$ 88,572
Net loss for Partnership (1)	(564,530)	(488,527)
Minority interest (loss) income	(9,670)	4,642
Total net loss	$ (624,114)	$ (404,597)

(1) The Partnership net loss is primarily composed of professional and administrative costs born by the Partnership as well as interest and other income, depreciation, interest expense and minority interest recorded at the partnership level and not allocated to the operating segments. The professional and administrative costs include the tax and public company reporting and compliance costs associated with a public limited partnership.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements in Item 1 and the cautionary statements below.

Critical Accounting Policies

General

A critical accounting policy is one that would materially affect our operations or financial condition, and requires management to make estimates or judgments in certain circumstances. These judgments often result from the need to make estimates about the effect of matters that are inherently uncertain. Critical accounting policies discussed in this section are not to be confused with accounting principles and methods disclosed in accordance with U.S. generally accepted accounting principles ("GAAP"). GAAP requires information in financial statements about accounting principles, methods used and disclosures pertaining to significant estimates. The following disclosure discusses judgments known to management pertaining to trends, events or uncertainties known which were taken into consideration upon the application of those policies and the likelihood that materially different amounts would be reported upon taking into consideration different conditions and assumptions.

Impairment and Valuation

Statement of Financial Accounting Standards No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets," specifies circumstances in which certain long-lived assets must be reviewed for impairment. If the carrying amount of an asset exceeds the sum of its expected future cash flows, the asset's carrying value must be written down to fair value. In determining the value of an investment property and whether the investment property is impaired, management considers several factors such as projected rental and vacancy rates, property operating expenses, capital expenditures and interest rates. The capitalization rate used to determine property valuation is based on the market in which the investment property is located, length of leases, tenant financial strength, the economy in general, demographics, environment, property location, visibility, age and physical condition among others. All of these factors are considered by management in determining the value of any particular investment property. The value of any particular investment property is sensitive to the actual results of any of these factors, either individually or taken as a whole. If the actual results differ from management's judgment, the valuation could be negatively or positively affected.

Recognition of Rental Income

Our apartment community has operating leases with apartment residents with terms generally of twelve months or less. We recognize rental revenue related to these leases on an accrual basis when due from residents. In accordance with our standard lease terms, rental payments are generally due on a monthly basis.

Our commercial property leases are accounted for as operating leases. We accrue minimum rents on a straight-line basis over the terms of their respective leases. We structure our leases to allow us to recover a significant portion of our property operating, real estate taxes and repairs and maintenance expenses from our commercial tenants. Property operating expenses typically include utility, insurance, security, janitorial, landscaping and other administrative expenses. We accrue reimbursements from tenants for recoverable portions of all these expenses as revenue in the period the applicable expenditures are incurred. We also receive estimated payments for these reimbursements from substantially all our tenants throughout the year. We do this to reduce the risk of loss on uncollectible accounts once we perform the final year-end billings for recoverable expenditures. We recognize the difference between estimated recoveries and the final billed amounts in the subsequent year and we believe these differences were not material in any period presented.

Under GAAP, we are required to recognize rental income based on the effective monthly rent for each lease. The effective monthly rent is equal to the average monthly rent during the term of the lease, not the stated rent for any particular month. The process, known as "straight-lining" or "stepping" rent generally has the effect of increasing rental revenues during the early phases of a lease and decreasing rental revenues in the latter phases of a lease. Due to the impact of "straight-lining," rental income exceeded the cash collected for rent by approximately $113,000 and $21,000, for the six months ended June 30, 2004 and 2003, respectively. If rental income calculated on a straight-line basis exceeds the cash rent due under the lease, the difference is recorded as an increase in deferred rent receivable and included as a component of accounts receivable on the relevant balance sheet. If the cash rent due under the lease exceeds rental income calculated on a straight-line basis, the difference is recorded as a decrease in deferred rent receivable and is recorded as a decrease of accounts receivable on the relevant balance sheet. We defer recognition of contingent rental income, such as percentage or excess rent, until the specified target that triggers the contingent rental income is achieved. We periodically review the collectability of outstanding receivables. Allowances are generally taken for tenants with outstanding balances due for a period greater than ninety days and for tenants with potentially uncollectible outstanding balances due for a period less than ninety days.

Recognition of Lease Termination Income

We recognize lease termination income upon receipt of the income. We accrue lease termination income if there is a signed termination agreement, all of the conditions of the agreement have been met and the tenant is no longer occupying the property.

Cost Capitalization and Depreciation Policies

We review all expenditures and capitalize any item exceeding $1,000 deemed to be an upgrade or a tenant improvement with an expected useful life greater than one year. Land, building and amenities are stated at cost. Depreciation expense is computed using the straight-line method over the estimated useful lives of the assets. Buildings and improvements have estimated useful lives between 3-30 years, land improvements have estimated useful lives between 5-30 years and amenities have estimated useful lives between 3-30 years.

Minority Interest

In May 2003, the Financial Accounting Standards Board ("FASB") issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity"("SFAS 150"). SFAS 150 establishes standards for classifying and measuring as liabilities certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity. SFAS 150 was effective for all financial instruments created or modified after May 31, 2003, and otherwise was effective at the beginning of the first interim period beginning after June 15, 2003. On November 7, 2003, FASB Staff Position No. FAS 150-3 was issued, which deferred for an indefinite period the classification and measurement provisions, but not the disclosure provisions of SFAS 150.

We consolidate certain properties that are also owned by affiliated parties that have noncontrolling interests. In certain cases, the applicable joint venture agreement provides for a contractual termination date of the agreement based on certain specified events. SFAS 150 describes this type of arrangement as a "limited-life subsidiary". SFAS 150 requires the disclosure of the estimated settlement value of these noncontrolling interests. As of June 30, 2004, the estimated settlement value of these noncontrolling interests is approximately $3,372,000. This settlement value is based on estimated third party consideration paid to the joint venture upon disposition of each property and is net of all other assets and liabilities including any yield maintenance that would have been due on that date had the mortgages encumbering each property been prepaid on June 30, 2004. Due to the inherent risks and uncertainties related to the operations and sale of real estate assets, among other things, the amount of any potential distribution to the noncontrolling interests is likely to change.

Results of Operations

The following tables include our selected summarized operating data for the three and six months ended June 30, 2004 and 2003. This data is presented to provide assistance in identifying trends in our operating results and other factors affecting our business. This data should be read in conjunction with our consolidated financial statements, including the notes thereto, in Part I, Item 1 of this report.

	Three Months Ended June 30, 2004			
	Residential	Commercial	Partnership	Total
Net revenues	$ 284,470	$ 995,137	$ --	$ 1,279,607
Operating expenses and operating expenses - affiliated	132,066	373,400	--	505,466
Depreciation and amortization	56,911	261,322	4,655	322,888
Interest expense	64,967	174,043	5,091	244,101
Net (loss) income	(3,418)	19,313	(229,573)	(213,678)

	Three Months Ended June 30, 2003			
	Residential	Commercial	Partnership	Total
Net revenues	$ 303,787	$ 1,088,697	$ --	$ 1,392,484
Operating expenses and operating expenses - affiliated	135,360	412,162	--	547,522
Depreciation and amortization	56,994	244,695	4,655	306,344
Interest expense	70,150	169,229	5,091	244,470
Net income (loss)	8,924	81,436	(263,062)	(172,702)

	Six Months Ended June 30, 2004			
	Residential	Commercial	Partnership	Total
Net revenues	$ 577,608	$ 1,917,283	$ --	$ 2,494,891
Operating expenses and operating expenses - affiliated	301,225	752,474	--	1,053,699
Depreciation and amortization	113,495	523,717	9,308	646,520
Interest expense	131,264	347,779	10,181	489,224
Net loss	(31,063)	(38,191)	(554,860)	(624,114)

	Six Months Ended June 30, 2003			
	Residential	Commercial	Partnership	Total
Net revenues	$ 619,892	$ 1,978,525	$ --	$ 2,598,417
Operating expenses and operating expenses - affiliated	247,984	751,831	--	999,815
Depreciation and amortization	114,390	497,296	9,308	620,994
Interest expense	141,599	342,513	10,181	494,293
Net income (loss)	50,194	38,378	(493,169)	(404,597)

During our most recent operating period net revenues for the residential segment have decreased primarily due to a lower average occupancy and a decrease in the average rental rate per unit. Net revenues for the commercial segment have decreased primarily due to a decrease in lease-buy-out income at Lakeshore Business Center Phases I and II and decreased average occupancy at Commonwealth Business Center Phase II, where we have not been successful in renewing several tenants' expired leases. We continue our leasing efforts by seeking new tenants for this property. The decrease in the commercial net revenues is partially offset by an increase in average occupancy at Lakeshore Business Center Phase III as a result of our efforts to lease this recently constructed property. Operating expenses and operating expenses - affiliated quarter to date have decreased primarily due to decreased consulting fees at the Lakeshore Business Center Phases I, II and III, decreased loan fees at Lakeshore Business Center Phase III, decreased landscaping at Commonwealth Business Center Phase II and The Willows of Plainview Phase II and decreased repairs and maintenance at The Willows of Plainview Phase II. Operating expenses and operating expenses – affiliated year to date have remained relatively stable. Depreciation expense has increased due to the addition of fixed assets, while interest expense has remained relatively stable. The expenses related to our ongoing litigation and proposed merger have negatively impacted our partnership net losses.

Rental income and tenant reimbursements generated by our property and joint ventures for the three and six months ended June 30, 2004 and 2003 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Wholly-Owned Property				
Commonwealth Business Center Phase II	$ 114,037	$ 121,649	$ 198,322	$ 243,871
Joint Venture Properties (Ownership % on June 30, 2004)				
The Willows of Plainview Phase II (90.30%)	$ 284,470	$ 303,787	$ 577,608	$ 619,892
Lakeshore Business Center Phase I (81.19%)	375,477	436,276	740,706	795,903
Lakeshore Business Center Phase II (81.19%)	366,213	445,818	702,146	780,201
Lakeshore Business Center Phase III (81.19%)	139,410	84,954	276,109	158,550

We believe the changes in rental income and tenant reimbursements from period to period are temporary effects of each property's specific mix of lease maturities and are not indicative of any known trend, except as described above for Commonwealth Business Center Phase II and Lakeshore Business Center Phase III.

The occupancy levels at our property and joint ventures as of June 30, 2004 and 2003 were as follows:

	June 30,	
	2004	2003
Wholly-Owned Property		
Commonwealth Business Center Phase II	62%	69%
Joint Venture Properties (Ownership % on June 30, 2004)		
The Willows of Plainview Phase II (90.30%)	80%	88%
Lakeshore Business Center Phase I (81.19%)	72%	69%
Lakeshore Business Center Phase II (81.19%)	83%	81%
Lakeshore Business Center Phase III (81.19%)	89%	38%

We believe the changes in occupancy on June 30 from year to year are temporary effects of each property's specific mix of lease maturities and are not indicative of any known trend, except as described above for Commonwealth Business Center Phase II and Lakeshore Business Center Phase III.

The average occupancy levels at our property and joint ventures for the three and six months ended June 30, 2004 and 2003 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Wholly-Owned Property				
Commonwealth Business Center Phase II	62%	69%	62%	69%
Joint Venture Properties (Ownership % on June 30, 2004)				
The Willows of Plainview Phase II (90.30%)	81%	85%	82%	85%
Lakeshore Business Center Phase I (81.19%)	72%	69%	72%	70%
Lakeshore Business Center Phase II (81.19%)	80%	81%	80%	81%
Lakeshore Business Center Phase III (81.19%)	89%	38%	89%	38%

We believe the changes in average occupancy from period to period are temporary effects of each property's specific mix of lease maturities and are not indicative of any known trend, except as described above for Commonwealth Business Center Phase II and Lakeshore Business Center Phase III.

The following discussion relating to changes in our results of operations includes only material line items within our Statements of Operations or line items for which there was a material change between the three and six months ending June 30, 2004 and 2003.

Rental Income and Tenant Reimbursements

Our rental income and tenant reimbursements for the three months ended June 30, 2004 and 2003 were approximately $1,279,000 and $1,392,000, respectively. Our rental income and tenant reimbursements for the six months ended June 30, 2004 and 2003 were approximately $2,494,000 and $2,598,000, respectively. The decrease of $113,000, or 8%, and $104,000, or 4%, respectively, was primarily due to a decrease in lease-buy-out income at Lakeshore Business Center Phases I and II, decreased average occupancy at Commonwealth Business Center Phase II and The Willows of Plainview Phase II and lower rental rates per unit at The Willows of Plainview Phase II. The decrease can also be attributed to a decrease in common area maintenance at Lakeshore Business Center Phases I, II and III. The decrease is partially offset by an increase in average occupancy at Lakeshore Business Center Phase III.

Operating Expenses and Operating Expenses – Affiliated

Our operating expenses for the three months ended June 30, 2004 and 2003 were approximately $356,000 and $395,000, respectively. The decrease of $39,000, or 10%, was primarily due to a decrease in consulting fees at Lakeshore Business Center Phases I, II and III , a decrease in loan fees expense at Lakeshore Business Center Phase III, decreased landscaping at Commonwealth Business Center Phase II and The Willows of Plainview Phase II and decreased repairs and maintenance at The Willows of Plainview Phase II. The decrease is partially offset by increased bad debt expense at Lakeshore Business Center Phase II. Our operating expenses did not change significantly between the six months ended June 30, 2004 and 2003. There were no offsetting material changes.

Our operating expenses – affiliated did not change significantly for the three and six months ended June 30, 2004 and 2003. There were no offsetting material changes.

Operating expenses – affiliated are for the services performed by employees of NTS Development Company, an affiliate of our General Partner. These employee services include property management, leasing, maintenance, security and other services necessary to manage and operate our business.

Professional and Administrative Expenses and Professional and Administrative Expenses – Affiliated

Our professional and administrative expenses for the three months ended June 30, 2004 and 2003 were approximately $165,000 and $191,000, respectively. The decrease of $26,000, or 14% was primarily due to decreased legal and professional fees associated with our litigation filed by limited partners. Our professional and administrative expenses for the six months ended June 30, 2004 and 2003 were approximately $443,000 and $372,000, respectively. The increase of $71,000, or 19% was primarily due to increased legal and professional fees associated with our proposed merger. See Part I, Item I – Note 10 for information regarding our proposed merger and our litigation filed by limited partners.

Our professional and administrative expenses – affiliated did not change significantly for the three and six months ended June 30, 2004 and 2003. There were no offsetting material changes.

Professional and administrative expenses – affiliated are for the services performed by employees of NTS Development Company, an affiliate of our General Partner. These employee services include legal, financial and other services necessary to manage and operate our business.

Depreciation and Amortization Expense

Our depreciation and amortization expense did not change significantly for the three and six months ended June 30, 2004 and 2003. There were no offsetting material changes.

Interest Expense

Our interest expense did not change significantly for the three and six months ended June 30, 2004 and 2003. There were no offsetting material changes.

Liquidity and Capital Resources

The following table sets forth the cash provided by or used in operating activities, investing activities and financing activities for the six months ended June 30, 2004 and 2003.

Cash flows (used in) provided by:

	Six Months Ended June 30,	
	2004	2003
Operating activities	$ 275,238	$ 986,936
Investing activities	(180,662)	(527,541)
Financing activities	(20,681)	(471,039)
Net increase (decrease) in cash and equivalents	$ 73,895	$ (11,644)

Net cash provided by operating activities decreased from approximately $987,000 for the six months ended June 30, 2003 to approximately $275,000 for the six months ended June 30, 2004. The decrease is primarily due to the change in accounts payable and decreased net income from operations as a result of increased expenses associated with our proposed merger.

Net cash used in investing activities decreased from approximately $528,000 for the six months ended June 30, 2003 to approximately $181,000 for the six months ended June 30, 2004. The decrease is primarily due to decreased capital expenditures at Lakeshore Business Center Phase III.

Net cash flow used in financing activities decreased from approximately $471,000 for the six months ended June 30, 2003 to approximately $21,000 for the six months ended June 30, 2004. The decrease is primarily the result of refinancing the existing loans at Lakeshore Business Center Phases I and II, which suspended principal payments and refinancing the construction loan at Lakeshore Business Center Phase III, which resulted in increased borrowings.

Due to the fact that no distributions were made during the six months ended June 30, 2004 or 2003, the table which presents that portion of the distributions that represents a return of capital in accordance with GAAP has been omitted.

Future Liquidity

Our future liquidity depends significantly on our properties' occupancy remaining at a level which provides for debt payments and adequate working capital, currently and in the future. If occupancy were to fall below that level and remain at or below that level for a significant period of time, our ability to make payments due under our debt agreements and to continue paying daily operational costs would be greatly impaired. In addition, we may be required to obtain financing in connection with the capital improvements and leasing costs described below.

NTS Development Company has agreed to defer, until March 31, 2005, amounts owed to them by us as of December 31, 2003 and those amounts accruing from January 1, 2004 through March 31, 2005, other than as permitted by our cash flows. There can be no assurances that NTS Development Company will continue to defer amounts due them past March 31, 2005. If these amounts are not deferred, such action could have a material adverse effect on our liquidity and financial condition. Payment of such deferred amounts would be dependent upon available operating cash flow or funding from potential third-party resources in the form of loans or advances.

As of June 30, 2004, our planned capital improvements include HVAC replacements at Commonwealth Business Center Phase II and Lakeshore Business Center Phase II estimated to cost approximately $12,000 and $14,000, respectively. At Lakeshore Business Center Phase I we plan to replace the common area decor for an estimated cost of approximately $22,000 and repaint the building exterior for an estimated cost of approximately $30,000.

As of June 30, 2004 we have a commitment from a tenant at Lakeshore Business Center Phase III for tenant improvements on approximately 4,000 square feet, estimated to cost approximately $162,000. As of June 30, 2004 approximately $19,000 of this cost has been incurred.

Currently, our plans for renovations and other major capital expenditures include tenant improvements at our commercial properties as required by lease negotiations at these properties. Changes to current tenant finish improvements are a typical part of any lease negotiation. Improvements generally include a revision to the current floor plan to accommodate a tenant's needs, new carpeting and paint and/or wallcovering. The extent and cost of the improvements are determined by the size of the space being leased and whether the improvements are for a new tenant or incurred because of a lease renewal.

The demands on liquidity as discussed above will be managed by our general partner using cash provided by operations, cash reserves, deferral of amounts owed to NTS Development Company and existing or additional financing secured by our properties. Typically, these capital improvements and leasing costs require use of existing financing or additional financing. There can be no guarantee that such funds will be available at which time our general partner will manage the demand on liquidity according to our best interest.

We are making efforts to increase the occupancy levels at our properties. At Commonwealth Business Center Phase II, the leasing and renewal negotiations are conducted by leasing agents that are employees of NTS Development Company in Louisville, Kentucky. The leasing agents are located in the same city as the property. All advertising is coordinated by NTS Development Company's marketing staff located in Louisville, Kentucky. The leasing and renewal negotiations at Lakeshore Business Center Phases I, II and III are managed by an employee of NTS Development Company. At The Willows of Plainview Phase II, we have an on-site leasing staff that are employees of NTS Development Company, who facilitate all on-site visits from potential tenants, make visits to local companies to promote fully furnished apartments, negotiate lease renewals with current residents and coordinate all local advertising with NTS Development Company's marketing staff.

Leases at our commercial properties provide for tenants to contribute toward the payment of common area maintenance expenses, insurance and real estate taxes. These lease provisions, along with the fact that residential leases are generally for a period of one year, provide limited protection to our operations from the impact of inflation and changing prices.

We have no other material commitments for renovations or capital improvements as of June 30, 2004.

Proposed Merger

As part of the Settlement Agreement, our general partner and the general partners of the four public partnerships affiliated with us, have agreed to pursue a merger of the partnerships and several other affiliated real estate entities into a newly formed limited partnership known as NTS Realty Holdings Limited Partnership ("NTS Realty"). The merger is subject to, among other things, approval by a majority of the limited partner interests in each partnership. We may not seek the approval of the limited partners until a filing made by NTS Realty with the Securities and Exchange Commission is declared effective. For the six months ended June 30, 2004 and 2003, our share of the legal and professional fees for the proposed merger was approximately $245,000 and $67,000, respectively.

On February 4, 2004, NTS Realty filed a joint consent solicitation statement/prospectus on Form S-4 with the Securities and Exchange Commission. The solicitation statement/prospectus presents the merger of NTS-Properties III; NTS-Properties IV; NTS-Properties V; NTS-Properties VI; and NTS-Properties VII, Ltd. with NTS Realty. Concurrent with the merger, ORIG, LLC, a Kentucky limited liability company, which is affiliated with our general partner, will contribute substantially all its real estate assets and all of its liabilities to NTS Realty.

On June 24, 2004 and August 13, 2004, NTS Realty filed first and second amendments, respectively, to Form S-4 with the Securities and Exchange Commission. Both amendments are in response to comments made by the Securities and Exchange Commission.

Ownership of Joint Ventures

On June 25, 2002, NTS-Properties Plus Ltd. merged with ORIG, LLC, ("ORIG") an affiliate of ours. ORIG is the surviving entity as a result of this merger. NTS-Properties V continues to hold a 81.19% interest in the L/U II Joint Venture after the completion of the NTS-Properties Plus Ltd./ORIG Merger. ORIG now holds a 7.69% interest in the L/U II Joint Venture.

Website Information

Our website address is www.ntsdevelopment.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act are available and may be accessed free of charge through the "About NTS" section of our website as soon as reasonably practicable after we electronically file this material with, or furnish it to, the SEC. Our website and the information contained therein or connected thereto are not incorporated into this quarterly report on Form 10-Q.

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

Our primary market risk exposure with regard to financial instruments stems from changes in interest rates. All of our debt bears interest at a fixed rate with the exception of the $2,844,873 mortgage payable on Lakeshore Business Center Phase III and the $800,000 mortgage payable on Commonwealth Business Center Phase II. On June 30, 2004, a hypothetical 100 basis point increase in interest rates would result in an approximate $290,000 decrease in the fair value of the debt and would increase interest expense on the variable rate mortgages by approximately $36,000 annually.

Item 4 - Controls and Procedures

Our General Partner, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2004. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2004. There were no material changes in our internal controls over financial reporting during the six months ended June 30, 2004.

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

On May 6, 2004, the Superior Court of the State of California for the County of Contra Costa granted its final approval of the Stipulation and Agreement of Settlement (the "Settlement Agreement") jointly filed by the general partners (the "General Partners") of NTS-Properties III, NTS-Properties IV, NTS-Properties V, NTS-Properties VI and NTS-Properties VII, Ltd. (the "Partnerships"), along with certain of their affiliates, with the class of plaintiffs in the action originally captioned *Buchanan, et al. v. NTS-Properties Associates, et al.* (Case No. C 01-05090) on December 5, 2003. At the final hearing, any member of the class of plaintiffs was given the opportunity to object to the final approval of the Settlement Agreement, the entry of a final judgment dismissing with prejudice the *Buchanan* litigation, or an application of an award for attorneys' fees and expenses to plaintiffs' counsel. The Superior Court's order provides, among other things, that: (1) the Settlement Agreement, and all transactions contemplated thereby, including the proposed merger of the Partnerships into NTS Realty Holdings Limited Partnership, are fair, reasonable and adequate, and in the best interests of the class of plaintiffs; (2) the plaintiffs' complaint and each and every cause of action and claim set forth therein is dismissed with prejudice; (3) each class member is barred from (a) transferring, selling or otherwise disposing of (other than by operation of law) their interests until the earlier of the closing date of the merger, the termination of the settlement or June 30, 2004; and (4) each class member who requested to be excluded from the settlement released their claims in the *Bohm* litigation.

On June 11, 2004, Joseph Bohm and David Duval, class members who objected to the Settlement Agreement but were overruled by the Superior Court, filed an appeal in the Court of Appeals of the State of California, first Appellate District.

Items 2 through 5 are omitted because these items are inapplicable or the answers to the items are negative.

Item 6 - Exhibits and Reports on Form 8-K

<u>**Exhibit No.**</u>		
3	Amended and Restated Agreement and Certificate of Limited Partnership of NTS-Properties V, a Maryland limited partnership.	*
3a	First Amendment to Amended and Restated Agreement of Limited Partnership of NTS-Properties V, a Maryland limited partnership.	**

10	Property Management Agreement between NTS Development Company and NTS-Properties V, a Maryland limited partnership.	*
14	Code of Ethics.	***
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.	****
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.	****
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	****
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	****

*	Incorporated by reference to documents filed with the Securities and Exchange Commission in connection with the filing of the Registration Statements on Form S-11 on May 1, 1984 (effective August 1, 1984) under Commission File No. 2-90818.
**	Incorporated by reference to Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 1987 under Commission File No. 0-13400.
***	See www.ntsdevelopment.com for our code of ethics.
****	Attached as an exhibit with this Form 10-Q.

Reports on Form 8-K

We filed a Form 8-K on June 24, 2004, to announce that NTS Realty Holdings Limited Partnership filed an amendment to Form S-4 with the Securities and Exchange Commission on June 18, 2004. The original Form S-4 was filed on February 4, 2004.

We filed a Form 8-K on August 13, 2004, to announce that NTS Realty Holdings Limited Partnership filed a second amendment to Form S-4 with the Securities and Exchange Commission on August 13, 2004. The original Form S-4 was filed on February 4, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NTS-PROPERTIES V,
A MARYLAND LIMITED PARTNERSHIP

By: NTS-Properties Associates V,
General Partner
By: NTS Capital Corporation,
General Partner

/s/ Brian F. Lavin
Brian F. Lavin
President of NTS Capital Corporation

/s/ Gregory A. Wells
Gregory A. Wells
Chief Financial Officer of NTS Capital Corporation

Date: August 16, 2004

EXHIBIT 31.1

CERTIFICATION

I, Brian F. Lavin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NTS-Properties V, a Maryland limited partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)and 15d-15(e)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected or is reasonably likely to materially affect the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the registrant’s general partner:

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 16, 2004

/s/ Brian F. Lavin
President of NTS Capital Corporation,
General Partner of NTS-Properties Associates V,
General Partner of NTS-Properties V, a Maryland limited partnership

EXHIBIT 31.2

CERTIFICATION

I, Gregory A. Wells, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NTS-Properties V, a Maryland limited partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)and 15d-15(e)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected or is reasonably likely to materially affect the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the registrant's general partner:

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 16, 2004

/s/ Gregory A. Wells

Chief Financial Officer of NTS Capital Corporation,
General Partner of NTS-Properties Associates V,
General Partner of NTS-Properties V, a Maryland limited partnership

EXHIBIT 32.1

CERTIFICATION

I, Brian F. Lavin, President of NTS Capital Corporation, the general partner of NTS-Properties Associates V, the general partner of NTS-Properties V, a Maryland limited partnership (the "Partnership"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The quarterly report on Form 10-Q of the Partnership for the period ended June 30, 2004 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Dated: August 16, 2004

/s/ Brian F. Lavin
President of NTS Capital Corporation,
General Partner of NTS-Properties Associates V,
General Partner of NTS-Properties V, a Maryland limited partnership

A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION

I, Gregory A. Wells, Chief Financial Officer of NTS Capital Corporation, the general partner of NTS-Properties Associates V, the general partner of NTS-Properties V, a Maryland limited partnership (the "Partnership"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The quarterly report on Form 10-Q of the Partnership for the period ended June 30, 2004 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Dated: August 16, 2004

/s/ Gregory A. Wells
Chief Financial Officer of NTS Capital Corporation,
General Partner of NTS-Properties Associates V,
General Partner of NTS-Properties V, a Maryland limited partnership

A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.