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<b>RECORDING REQUESTED BY:</b>	)
<b>AND WHEN RECORDED MAIL TO:</b>	)
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LOVELESS	)
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Salt Lake City, Utah 84111-1537	)

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 12/29/2000 11:53 AM 23.00  
 Book - 8411 Pg - 7662-7664  
**NANCY WORKMAN**  
 RECORDER, SALT LAKE COUNTY, UTAH  
 LANDMARK TITLE  
 BY: ZJM, DEPUTY - WI 3 P.

Space Above This Line Is For Recorder's Use Only

**MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND  
 RESTRICTIONS RE RESIDENTIAL SHARE OF MAINTENANCE  
 (GATEWAY)**

THIS MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RE RESIDENTIAL SHARE OF MAINTENANCE (this "Memorandum") is executed as of the 28 day of December, 2000, by GATEWAY ASSOCIATES, LTD., a Utah limited partnership ("Declarant"), whose address is 127 South 500 East, Suite 100, Salt lake City, Utah 84102.

Declarant has entered into a Declaration of Covenants, Conditions and Restrictions Re Office Shared Maintenance (the "Declaration") dated as of the date of this Memorandum, which provides, among other things, for the manner in which certain real property shall be maintained and managed for the benefit of, among others, the owners of that certain real property described on Exhibit A attached hereto and incorporated herein (the "Property").

The terms of the Declaration are by reference incorporated herein as if set out in full in this Memorandum. In the event of any inconsistency between this Memorandum and the Declaration, the Declaration shall prevail.

All of the limitations, covenants, conditions, easements and restrictions contained in the Declaration shall attach to and run with the Property, and shall benefit or be binding upon, as the case may be, the successors and assigns of Declarant or any other owner of the Property.

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LTC 25423/25424

IN WITNESS WHEREOF, Declarant has executed this Memorandum the day and year first above written.

DECLARANT:

GATEWAY ASSOCIATES, LTD., a Utah limited partnership, by its general partner:

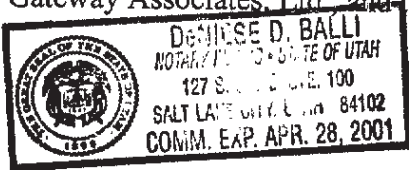
BOYER GATEWAY, L.C., a Utah limited liability company, by its Manager:

THE BOYER COMPANY, L.C., a Utah limited liability company

By: *H. Roger Boyer*  
H. Roger Boyer, Manager

STATE OF UTAH            )  
                                  : ss.  
COUNTY OF SALT LAKE )

On the 18 day of December, 2000, personally appeared before me H. Roger Boyer, whose identity is personally known to me or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn (or affirmed), did say that he is the Manager of The Boyer Company, L.C., which is the manager of Boyer Gateway, L.C. which is the general partner of Gateway Associates, Ltd. and that said document was signed by him in behalf of said entities.



*Denise D. Balli*  
NOTARY PUBLIC  
Residing at: *Salt Lake County*

My Commission Expires: 4-28-01

**EXHIBIT A**  
**LEGAL DESCRIPTION OF RESIDENTIAL PARCELS**

**"GATEWAY BLOCK C1":**

BEGINNING at a point North 89°58'15" East 291.12 feet from the Southwest corner of Lot 2, Block 65, Plat "A", Salt Lake City Survey, and running thence South 89°58'15" West along the South Block line 33.01 feet; thence North 00°01'01" West 100.48 feet; thence West 27.03 feet to a point on the East line of the McDONALD BROTHERS property described by the Warranty Deed recorded in Book 6196, Page 491 of the Salt Lake County Records; thence along the East line of said tract North 00°00'36" West 64.55 feet to the Southeast corner of the UTAH POWER AND LIGHT COMPANY property; thence along the East line of said tract North 0°00'36" West 165.04 feet; thence along the North line of said tract South 89°58'20" West 171.24 feet; thence North 345.05 feet; thence East 231.35 feet; thence South 675.02 feet to the point of BEGINNING.

EXCEPTING THEREFROM the minerals and mineral rights reserved by UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, in that certain Special Warranty Deed recorded December 24, 1998 as Entry No. 7202238, in Book 8208, at Page 2578 of the Official Records of the Salt Lake County Recorder, wherein GATEWAY ASSOCIATES, LTD., a Utah limited partnership, is the Grantee.

**"GATEWAY BLOCK C2":**

BEGINNING at a point East 58.51 feet and South 9.71 feet from the Southwest corner of Block 80, Plat "A", Salt Lake City Survey, and running thence North 663.81 feet; thence North 71°14'54" East 233.30 feet; thence South 738.81 feet; thence West 220.92 feet to the point of BEGINNING.

EXCEPTING THEREFROM the minerals and mineral rights reserved by UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, in that certain Special Warranty Deed recorded December 24, 1998 as Entry No. 7202238, in Book 8208, at Page 2578 of the Official Records of the Salt Lake County Recorder, wherein GATEWAY ASSOCIATES, LTD., a Utah limited partnership, is the Grantee.

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**FOR REFERENCE PURPOSES ONLY**

**TAX PARCEL / SIDWELL NUMBERS**

15-01-176-013  
15-01-176-015  
15-01-177-001

15-01-126-005  
15-01-126-008