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03/01/2001 04:01 PM 17.00
Book - 8430 Pg - 1766-1769
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
LANDMARK TITLE
BY: R.O.J. DEPUTY - WI 4 P.

**FIRST AMENDMENT
TO
DECLARATION AND ESTABLISHMENT
OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS
AND GRANT OF EASEMENTS**

THIS FIRST AMENDMENT TO DECLARATION AND ESTABLISHMENT OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS AND GRANT OF EASEMENTS (the "Amendment") is made as of the 28 day of February, 2001 by GATEWAY ASSOCIATES, LTD., a Utah limited partnership ("Declarant").

RECITALS

- A. Declarant executed a certain Declaration and Establishment of Protective Covenants, Conditions And Restrictions And Grant of Easements dated as of December 15, 2000 and recorded December 27, 2000 as Entry No. 7787948, in Book 8410, at Page 8311, in the Official Records of Salt Lake County, Utah (the "Declaration"). Capitalized terms which are used but not defined in this Amendment shall have the meanings set forth in the Declaration. The real property burdened by the Declaration is described on Exhibit "A" attached hereto.
- B. Section 9.3 of the Declaration authorizes Declarant, acting alone, to modify the Declaration without the consent of any other Person.
- C. Declarant desires to modify and amend the Declaration.

AMENDMENTS

- 1. Section 1.14 is hereby amended and restated in its entirety to read as follows:

1.14 "Hotel Building Parcels" shall mean: Lot 6, Boyer Gateway, a subdivision as recorded in the Official Records of Salt Lake County, Utah; and any additional Parcels which may be designated as "Hotel Building Parcels" by the Declarant at any time or from time to time pursuant to Section 9.3, upon which a Hotel Building and related parking facilities are or will be located. A "Hotel Building Parcel" shall mean any of such Parcels, individually. At any time in the future, Declarant may amend this Declaration pursuant to Section 9.3 to provide that Lot 6, Boyer Gateway, becomes an Office Parcel or Retail Parcel. (Part of Tax Parcel 15-01-126-010)

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2. Section 1.25 is hereby amended and restated in its entirety to read as follows:

1.25 "Office Building Parcels" shall mean: Office Unit 1, Gateway Block A, a condominium project; Office Units 1 and 2, Gateway Block B, a condominium project; and those additional Parcels designated "Office Building Parcels" by Declarant at any time and from time to time in accordance with Section 9.3, upon which an Office Building or Office Buildings are or will be located. An "Office Building Parcel" shall mean any of such Parcels, individually. (Block A, Part of Tax Parcel 15-01-176-016 and 15-01-177-001; Block B, Part of Tax Parcel 15-01-126-010)

3. Section 1.41 is hereby amended and restated in its entirety to read as follows:

1.41 "Retail Building Parcels" shall mean: the Retail Unit in the Gateway Block C1, a condominium project; the Retail Unit in the Gateway Block C2, a condominium project; Retail Units 1 - 4 in the Gateway Block A, a condominium project; Retail Units 1 - 4 in the Gateway Block B, a condominium project; Lots 3, 4 and 5, Boyer Gateway, a subdivision on file in the Official Records of Salt Lake County, Utah; and such additional Parcels as may be designated as "Retail Building Parcels" by the Declarant at any time and from time to time pursuant to Section 9.3, upon which Retail Buildings are or will be located. A "Retail Building Parcel" shall mean any of such Parcels, individually. *

4. Section 1.42 is hereby amended and restated in its entirety to read as follows:

1.42 "Retail Parking Parcels" shall mean: Parking Unit 5 in the Gateway Block C2, a condominium project; Parking Units 1 and 2, Gateway Block A, a condominium project; Parking Unit 1, Gateway Block B, a condominium project; and such additional Parcels as may be designated as "Retail Parking Parcels" by the Declarant at any time and from time to time pursuant to Section 9.3, upon which parking facilities for use in connection with Retail Building Parcels, Office Building Parcels or Hotel Building Parcels are or will be located. A "Retail Parking Parcel" shall mean any of such Parcels, individually. **

5. In the event of any inconsistency between the terms of this Amendment and the terms of the Declaration, the terms of this Amendment shall control. Except as modified by this Amendment, the Declaration is ratified and affirmed.

(Signatures on following page)

Retail Unit
*C1, Tax Parcel 15-01-185-001
C2, Tax Parcel 15-01-130-001
Block A, Part of Tax Parcel
15-01-176-016 and 15-01-177-001
Block B, Part of Tax Parcel
15-01-126-010
Lots 3,4,&5, Part of Tax Parcel
15-01-126-010

Parking Unit 5
**C2, Tax Parcel 15-01-130-008
Block A, Part of Tax Parcel
15-01-176-016 and 15-01-177-001
Block B, Part of Tax Parcel
15-01-126-010

DECLARANT:

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

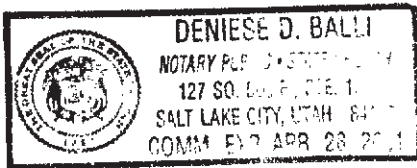
BOYER GATEWAY, L.C., a Utah limited liability company, by its Manager:

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

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

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

On the 21 day of February, 2001, 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.



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

My Commission Expires:
4-28-01

EXHIBIT "A"

Legal Description

The Gateway Minor Plat, Parcels 1 and 2, which are more particularly described as follows:

THE GATEWAY MINOR PLAT PARCEL 1:

BEGINNING at a point South 11.71 feet and West 1.35 feet from the Southeast corner of Lot 1, Block 80, Plat "A", Salt Lake City Survey, and running thence North 90°00'00" West 600.25 feet; thence North 00°00'00" East 1514.92 feet; thence North 89°59'06" East 12.00 feet; thence North 00°00'00" East 80.00 feet to the South line of Block 98, Plat "A", Salt Lake City Survey; thence along said Block line North 89°59'06" East 422.35 feet; thence South 00°00'12" West 142.21 feet; thence South 00°00'44" East 344.00 feet; thence North 89°58'47" East 165.83 feet; thence South 00°00'00" West 1108.89 feet to the point of BEGINNING.

THE GATEWAY MINOR PLAT PARCEL 2:

BEGINNING at the Southeast corner of Lot 1, Block 65, Plat "A", Salt Lake City Survey, and running thence South 89°58'15" West along the South Block line 402.13 feet; thence North 00°01'01" West 100.48 feet; thence North 90°00'00" West 27.03 feet; thence 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 00°00'36" West 165.04 feet; thence along the North line of said tract South 89°58'20" West 171.24 feet; thence North 00°00'00" East 345.05 feet; thence South 90°00'00" East 600.27 feet; thence South 00°01'01" East 674.83 feet to the point of BEGINNING.

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FOR REFERENCE PURPOSES ONLY

TAX PARCEL / SIDWELL NUMBERS:

15-01-126-010, 15-01-130-001, 15-01-130-002, 15-01-130-003, 15-01-130-004, 15-01-130-005,
15-01-130-006, 15-01-130-007, 15-01-130-008, 15-01-130-009, 15-01-130-010, 15-01-130-011
15-01-176-016, 15-01-177-001, 15-01-185-001, 15-01-185-002, 15-01-185-003, 15-01-185-004

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