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GARY W. OTT
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**FIRST AMENDMENT
TO
MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS RE RESIDENTIAL SHARE OF MAINTENANCE
(GATEWAY)**

THIS FIRST AMENDMENT TO MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RE RESIDENTIAL SHARE OF MAINTENANCE (GATEWAY) (this "Amendment") is entered into this 5 day of May, 2005 to be effective as of April 1, 2005 by GATEWAY ASSOCIATES, LTD., a Utah limited partnership ("Declarant").

RECITALS

A. Whereas Declarant executed that certain Declaration of Covenants, Conditions and Restrictions re Residential Share of Maintenance (Gateway) (the "Declaration"), and caused a memorandum of the same (the "Memorandum") to be recorded in the office of the Salt Lake County Recorder on December 29, 2000 as Entry No. 7790135 in Book 8411 at Page 7662-7664; and

B. Whereas Declarant has amended or will amend the Declaration in connection with this Amendment to revise the legal descriptions attached as Exhibit A to the Declaration in order to remove certain parcels from the Project and include appropriate references to lots of record and condominium units presently comprising the Project and the relevant recording information; and

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C. Whereas Declarant desires to amend the Memorandum, to clarify the meaning of "Declaration" in the Memorandum and to revise the legal descriptions attached as Exhibit A to the Memorandum in order to include appropriate references to the various lots and condominium units, including relevant recording information, identified as Residential Building Parcels pursuant to the Declaration; and

D. Whereas the Memorandum incorporates the terms of the Declaration; and

E. Whereas Section 4.3 of the Declaration provides that the Declaration may be amended with the consent of the Manager pursuant to the requirements of Section 4.3; and

F. Whereas Declarant is the Manager pursuant to the terms and conditions of the Declaration and this Amendment will not result in a material increase in the financial obligations of any Owner.

NOW, THEREFORE, in consideration of the foregoing, the Declarant hereby declares as follows:

AMENDMENT

1. The words "Office Shared" in the second paragraph of the Memorandum are hereby deleted and replaced with the words "Residential Share of."

2. Exhibit A to the Memorandum, which exhibit sets forth the legal description of the Residential Building Parcels subject to the Declaration, is hereby amended and replaced with the legal description set forth on Exhibit A-1 attached hereto and incorporated herein by this reference, as such legal description may be amended, modified or supplemented from time to time pursuant to the Declaration and the respective declarations of condominium of which the Residential Building Parcels are subject. Capitalized terms not specifically defined herein shall have the same meaning as set forth in the Declaration unless a contrary intent is clearly implicated.

(signature page follows)

IN WITNESS WHEREOF, Declarant has executed this Amendment 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, Chairman and Manager

ACKNOWLEDGMENT

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

The foregoing instrument was acknowledged before me this 5th day of May, 2005, by H. Roger Boyer, an individual in his capacity as 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.

Rachael N. Niusulu
Notary Public

My commission expires: 8-20-07

Residing at: Salt Lake City

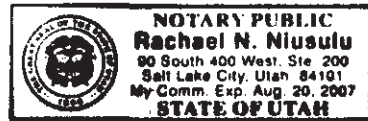


EXHIBIT A-1

Legal Description of Residential Parcels Subject to Declaration

RESIDENTIAL BUILDING PARCELS:

SCM RESIDENTIAL UNIT, contained within the Block C1 Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on December 27, 2000, as Entry No. 7788087, in Book 2000P at Page 364 of Plats (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block C1 Map") and in the Amended and Restated Declaration of Condominium for Gateway Block C1 Condominium Project, recorded in the office of the Salt Lake County Recorder on April 27, 2001, as Entry No. 7881708, in Book No. 8450 at Page 4761-4842-A (as said Block C1 Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block C1 Condominium's Common Elements that is appurtenant to said Unit as more particularly described in the Block C1 Declaration.

Tax Parcel No.: 15-01-185-002-0000

SCM RESIDENTIAL UNITS 1 and 2, contained within the Block C2 Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on December 27, 2000, as Entry No. 7788089, in Book 2000P at Page 365 of Plats (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block C2 Map") and in the Amended and Restated Declaration of Condominium for Gateway Block C2 Condominium Project, recorded in the office of the Salt Lake County Recorder on April 27, 2001, as Entry No. 7881709, in Book No. 8450 at Page 4843-4926 (as said Block C2 Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block C2 Condominium's Common Elements that is appurtenant to said Units as more particularly described in the Block C2 Declaration.

Tax Parcel Nos.: 15-01-130-002-0000 and 15-01-130-003-0000