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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
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**FIRST AMENDMENT
TO
MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS RE COMMERCIAL SHARED MAINTENANCE
(GATEWAY)**

THIS FIRST AMENDMENT TO MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RE COMMERCIAL SHARED MAINTENANCE (GATEWAY) (this "Amendment") is entered into this 5th 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 Commercial Shared 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 March 1, 2001 as Entry No. 7833681 in Book 8430 at Page 1770-1772; 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

C. Whereas Declarant desires to amend the Memorandum, 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 Retail 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. Exhibit A to the Memorandum, which exhibit sets forth the legal description of the Retail 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 some of the Retail 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.

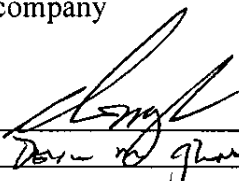
IN WITNESS WHEREOF, Declarant has executed this Amendment the day and year first above written.

DECLARANT:

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

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

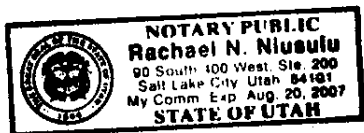
THE BOYER COMPANY, L.C., a Utah limited liability company

By: 
Name: David M. Ghan
Title: Manager

ACKNOWLEDGMENT

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

The foregoing instrument was acknowledged before me this 5th day of May, 2005, by Dawn M. Glenn, an individual, in his capacity as a 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

EXHIBIT A-1

Legal Description of Retail Building Parcels Subject to Declaration

RETAIL BUILDING PARCELS:

RETAIL UNITS 1-3, contained within the Block A Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828968 (as said Record of Survey Map shall have heretofore been amended or supplemented, including that certain amended Record of Survey Map, recorded in the office of the Salt Lake County Recorder on December 6, 2002 as Entry No. 8448732, in Book "2002P" at Page 532 of Plats) (the "Block A Map") and in the Declaration of Condominium for Gateway Block A Condominium Project, recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828969, in Book No. 8427 at Page 4676-4750 (as said Block A Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block A Condominium's Common Elements that is appurtenant to said Units as more particularly described in the Block A Declaration.

Tax Parcel Nos.: 15-01-177-002-0000, 15-01-177-003-0000, 15-01-177-010-0000 and 15-01-177-011-0000

RETAIL UNITS 1-3, contained within the Block B Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828970 (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block B Map") and in the Declaration of Condominium for Gateway Block B Condominium Project, recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828971, in Book No. 8427 at Page 4752-4829 (as said Block B Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block B Condominium's Common Elements that is appurtenant to said Units as more particularly described in the Block B Declaration.

Tax Parcel Nos.: 15-01-131-001-0000, 15-01-131-002-0000, 15-01-131-003-0000 and 15-01-131-004-0000

RETAIL BUILDING PARCELS (CONT.):

RETAIL 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 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.: 15-01-185-001-0000

RETAIL UNIT 1, contained within the Block C2 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. 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 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 Unit as more particularly described in the Block C2 Declaration.

Tax Parcel No.: 15-01-130-001-0000

LOT 3, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-016-0000

LOT 4, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-015-0000