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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
LANDMARK TITLE
BY: ZJM, DEPUTY - WI 10 P.

AFTER RECORDING, PLEASE RETURN TO:

David E. Gee, Esq.
Parr Brown Gee & Loveless
185 South State Street, Suite 800
Salt Lake City, Utah 84111-1537

Parcel Nos. 08-36-376-013; 08-36-376-025; and 08-36-376-026

Space above for Recorder's Use

AMENDMENT TO
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS
[The Gateway - Gateway Office 6 Parcel and Adjoining Parcel]

THIS AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS (the "**Amendment**") is made this 27th day of July, 2011, by GATEWAY ASSOCIATES, LTD., a Utah limited partnership ("**Declarant**") and GATEWAY OFFICE 6, L.C., a Utah limited partnership ("**Gateway 6**").

RECITALS:

A. Reference is made to that certain Declaration of Covenants, Restrictions and Easements dated June 16, 2011, and recorded on June 16, 2011, as Entry No. 11199576 in Book 9931, beginning at Page 2861 of the Official Records of Salt Lake County, Utah (the "**Declaration**"). All capitalized terms in this Amendment which are not defined shall have the same meanings as set forth in the Declaration.

B. Declarant originally owned all of the following Parcels (as defined in the Declaration):

Gateway Office 6 Parcel, the legal description of which is set forth as Exhibit A to this Amendment, which Exhibit is identical to Exhibit A to the Declaration.

North Retail and Parking Parcel, the legal description of which is set forth as Exhibit C to this Amendment, which Exhibit is identical to Exhibit C to the Declaration.

Retail Phase II Parcel, the legal description of which is set forth as Exhibit D to this Amendment, which Exhibit is identical to Exhibit D to the Declaration.

C. The Parcels are part of The Gateway, which is a mixed-use retail/office project.

D. After executing, delivering and recording the Declaration, Declarant conveyed the Gateway Office 6 Parcel to Gateway 6.

E. The Declarant and Gateway 6 desire to amend the Declaration for the purpose of clarifying the description and location of the "No-Build Area".

NOW, THEREFORE, for the foregoing purposes, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant amends the Declaration as follows:

1. Exhibit "B-1" to the Declaration is replaced in its entirety with "Revised Exhibit B-1" attached hereto and by this reference made a part hereof.

2. The definition of "No Build Area" in Section 1 is hereby amended and restated in its entirety by the following new definition:

"No Build Area" means a ten and one-half (10 ½) foot wide area along the northern boundary of the Gateway Office 6 Parcel, which is partially located on the Gateway Office 6 Parcel and partially located on the North Retail and Parking Parcel, as such No Build Area is more particularly described on Exhibit "B-1" and depicted on Exhibit "B-2", both of which Exhibits are attached hereto and incorporated herein by this reference.

As noted in Section 1, the form of Exhibit "B-1" attached to this Amendment is a revision of the original Exhibit "B-1". Exhibit "B-2" is identical to Exhibit "B-2" attached to the Declaration.

3. Section 4, No-Build Area, is hereby amended and restated in its entirety by the following new Section 4 of the Declaration:

4. No-Build Area. To preserve the view from, and to minimize the loss of light to, the Gateway Office 6 Parcel, no Buildings or vertical Improvements other than landscaping, parking lot and driveway improvements, signage, lighting and similar improvements (collectively "**Structures**") shall be constructed, placed, grown or otherwise located on the No Build Area.

5. In the event of a conflict between this Amendment and the Declaration, this Amendment shall control. Except as provided for in this Amendment, the terms of the Declaration remain in full force and effect.

(Signature on the following page)

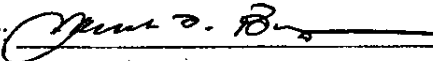
EXECUTED as of the date and year first above written.

"DECLARANT"

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

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

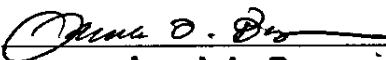
THE BOYER COMPANY, L.C., a Utah limited liability company

By: 
Name: _____
Its: **Jacob L. Boyer**
Manager

"GATEWAY 6"

GATEWAY OFFICE 6, L.C., a Utah limited liability company, by its Manager:

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

By: 
Name: _____
Its: **Jacob L. Boyer**
Manager

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

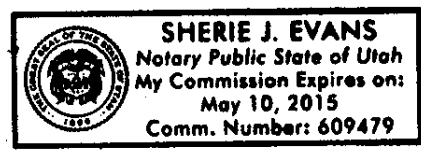
The foregoing instrument was acknowledged before me this 27 day of JUN, 2011 by JACOB L. BOYER, a Manager of The Boyer Company, L.C., a Utah limited liability company, which is the Manager of Boyer Gateway, L.C., a Utah limited liability company, which is the general partner of Gateway Associates, Ltd., a Utah limited partnership.

In witness whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC

My Commission Expires: May 10, 2015



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

The foregoing instrument was acknowledged before me this 27 day of JUN, 2011 by JACOB L. BOYER, a Manager of The Boyer Company, L.C., a Utah limited liability company, which is the Manager of Gateway Office 6, L.C., a Utah limited liability company.

In witness whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC

My Commission Expires: May 10, 2015

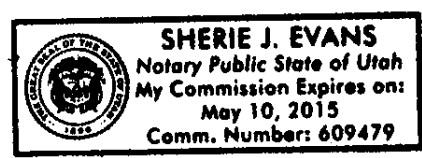


EXHIBIT "A"

TO

DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of Gateway Office 6 Parcel

Lot 7B, Gateway 6 Subdivision Amending Lot 7 of the Boyer Gateway Subdivision, according to the official plat thereof, filed on December 23, 2008 as Entry No 10584220, in Book "2008P" of Plats, at Page 308 of the Official Records of the Salt Lake County Recorder.

Tax Parcel No.: 08-36-376-026

Revised

EXHIBIT "B-1"

TO

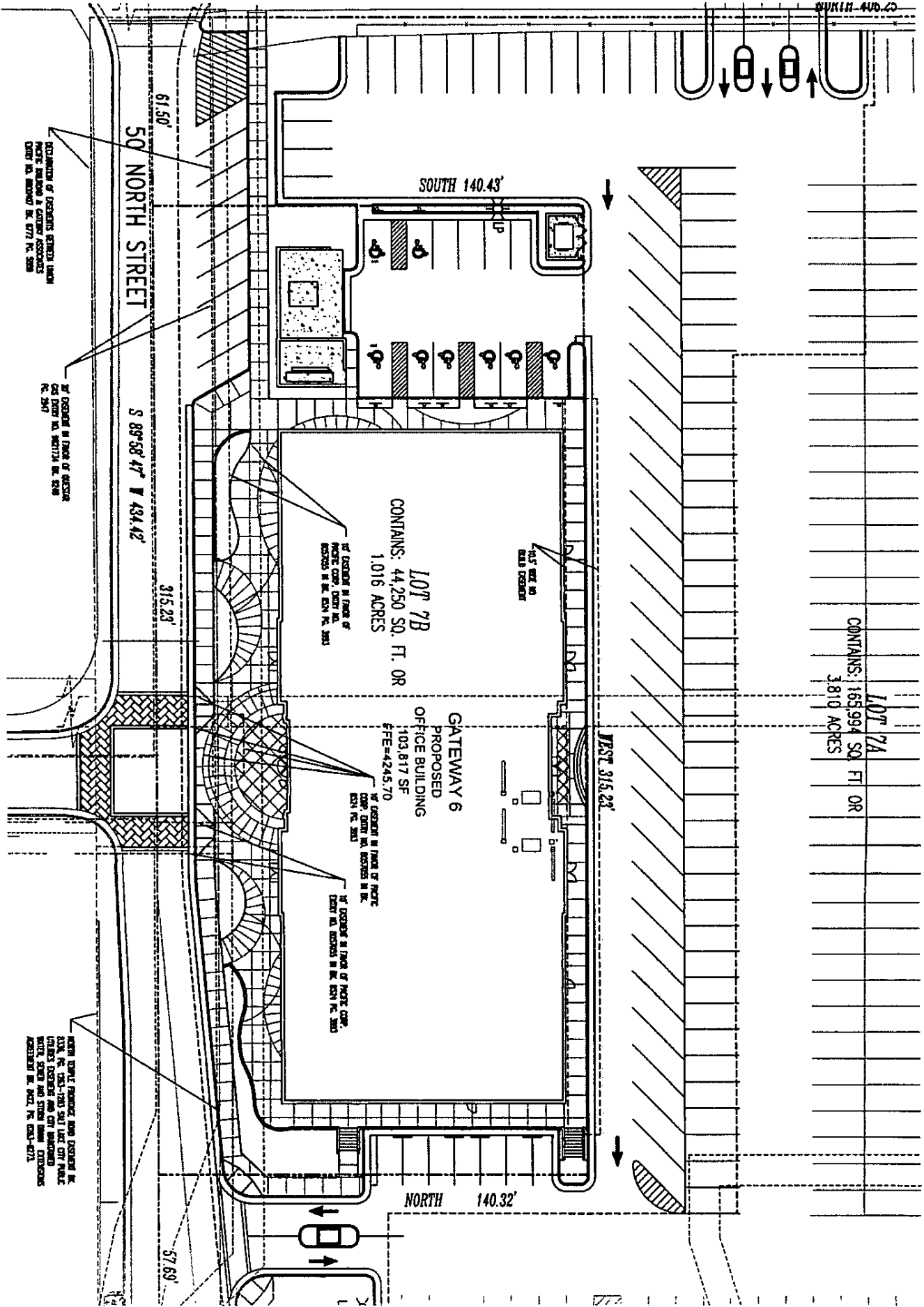
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of the No Build Area

BEGINNING AT A POINT WEST ALONG THE NORTH LINE OF LOT 7B, GATEWAY 6 SUBDIVISION AMENDING LOT 7 OF THE BOYER GATEWAY SUBDIVISION AS RECORDED WITH THE OFFICE OF THE SALT LAKE COUNTY RECORDER A DISTANCE OF 12.89 FEET FROM THE NORTHEAST CORNER OF SAID LOT 7B, AND RUNNING THENCE SOUTH 6.20 FEET; THENCE WEST 239.33 FEET; THENCE NORTH 10.50 FEET; THENCE EAST 239.33 FEET; THENCE SOUTH 4.30 FEET TO THE POINT OF BEGINNING.

EXHIBIT "B-2"
TO
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Depiction of the No Build Area



RECALCULATION OF ELEVATIONS BETWEEN UNIFORM
 PLATE BUILDING & CANTON ASSOCIATES
 CIVIL ENGR. ARCHITECT INC. 6772 W. 3500

THE ENGINEER IN CHARGE OF DESIGN
 HAS REVIEWED THE SURVEY DATA
 AND FOUND IT TO BE SATISFACTORY
 FOR THE PURPOSES OF THIS PROJECT

THE ENGINEER IN CHARGE OF
 DESIGN HAS REVIEWED THE
 SURVEY DATA AND FOUND IT TO BE
 SATISFACTORY FOR THE PURPOSES
 OF THIS PROJECT

LOT 7B
 CONTAINS: 44,250 SQ. FT. OR
 1.016 ACRES

GATEWAY 6
 PROPOSED
 OFFICE BUILDING
 103,817 SF
 FFE-4245.70

THE ENGINEER IN CHARGE OF PROJECT
 HAS REVIEWED THE SURVEY DATA
 AND FOUND IT TO BE SATISFACTORY
 FOR THE PURPOSES OF THIS PROJECT

THE ENGINEER IN CHARGE OF PROJECT
 HAS REVIEWED THE SURVEY DATA
 AND FOUND IT TO BE SATISFACTORY
 FOR THE PURPOSES OF THIS PROJECT

THE ENGINEER IN CHARGE OF DESIGN
 HAS REVIEWED THE SURVEY DATA
 AND FOUND IT TO BE SATISFACTORY
 FOR THE PURPOSES OF THIS PROJECT

LOT 7A
 CONTAINS: 165,994 SQ. FT. OR
 3.810 ACRES

EXHIBIT "C"

TO

DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of the North Retail and Parking Parcel

Lot 7A, Gateway 6 Subdivision Amending Lot 7 of the Boyer Gateway Subdivision, according to the official plat thereof, filed on December 23, 2008 as Entry No 10584220, in Book "2008P" of Plats, at Page 308 of the Official Records of the Salt Lake County Recorder.

Tax Parcel No.: 08-36-376-025

EXHIBIT "D"

TO

DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of the Retail Phase II Parcel

LOT 6, 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.: 08-36-376-013