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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 OFFICE SHARED MAINTENANCE
 (GATEWAY)**

THIS FIRST AMENDMENT TO MEMORANDUM OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RE OFFICE 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 Office Shared Maintenance (Gateway), with an effective date of February 28, 2001 (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. 7833682 in Book 8430 at Page 1773; and

B. Whereas Declarant executed that certain First Amendment to the Declaration (the "First Amendment"), which First Amendment provides that certain property described in the First Amendment as "Office Unit 2" will not be allocated certain costs or assessed certain expenses and will, in addition, have no right of control or participation in maintenance decisions; and

C. Whereas Declarant has amended or will amend the Declaration, including without limitation the First Amendment, in connection with this Amendment to revise the meaning of the term "Office Unit 2" in the First Amendment and the legal descriptions attached as Exhibit A to the Declaration in order to reflect the removal of certain parcels from the Project and to include appropriate references to the lots and condominium units presently comprising the Project and the relevant recording information; and

D. 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 Office Building Parcels pursuant to the Declaration; and

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

F. 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

G. Whereas Declarant is the Manager pursuant to the terms and conditions of the Declaration.

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 Office 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 Office 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

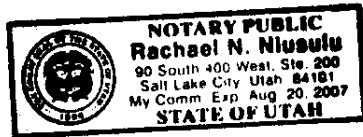
THE BOYER COMPANY, L.C., a Utah limited liability company

By: *[Signature]*
Name: Steven B. Ostler
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 Steven B. Ostler, 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.



[Signature]
Notary Public

EXHIBIT A-1

Legal Description of Office Parcels Subject to Declaration

OFFICE BUILDING PARCELS:

OFFICE UNIT 1, contained within the Block A Condominium Project as the same is 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 Unit as more particularly described in the Block A Declaration.

Tax Parcel No. 15-01-177-006-000

OFFICE UNIT 1, contained within the Block B Condominium Project as the same is 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 Unit as more particularly described in the Block B Declaration.

Tax Parcel No. 15-01-131-005-000

OFFICE UNITS 2A, 2B, 2C, 2D, 2E and 2F, contained within the Gateway Block B—Office Unit 2 Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on May 16, 2002, as Entry No. 8235749 (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block B--Office Unit 2 Map") and in the Declaration of Condominium for Gateway Block B—Office Unit 2 Condominium Project, recorded in the office of the Salt Lake County Recorder on May 16, 2002, as Entry No. 8235750, in Book No. 8598 at Pages 7020-7086 (as said Block B—Office Unit 2 Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block B—Office Unit 2 Condominium's Common

Elements that is appurtenant to said Sub-Units as more particularly described in the Block B—
Office Unit 2 Declaration.

Tax Parcel Nos. 15-01-131-010-000, 15-01-131-011-000, 15-01-131-012-000, 15-01-
131-013-000, 15-01-131-014-000, and 15-01-131-015-000

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