

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For The Quarterly Period Ended June 30, 2004

Commission File Number 0-17711

Gateway Tax Credit Fund, Ltd.

(Exact name of Registrant as specified in its charter)

Florida

59-2852555

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer No.)

880 Carillon Parkway, St. Petersburg, Florida 33716

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (727) 567-4830

Indicate by check mark whether the Registrant: (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act
of 1934 during the preceding 12 months (or for such shorter period that the
Registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days.

YES X NO

<u>Title of Each Class</u>	<u>Number of Units</u> <u>June 30, 2004</u>
Units of Limited Partnership	
Interest: \$1,000 per unit	25,566

DOCUMENTS INCORPORATED BY REFERENCE

Parts I and II, 2004 Form 10-K, filed with the
Securities and Exchange Commission on July 13, 2004
Parts III and IV - Form S-11 Registration Statement
and all amendments and supplements thereto
File No. 33-18142

PART I - Financial Information
Item 1. Financial Statements

GATEWAY TAX CREDIT FUND, LTD.
(A Florida Limited Partnership)
COMBINED BALANCE SHEETS

	June 30, 2004 ----- (Unaudited)	March 31, 2004 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 1,123,241	\$ 1,092,672
Accounts Receivable	8,051	8,409
Investments in Securities	141,678	139,045
Prepaid Insurance	270	93
Tenant Security Deposits	9,327	6,316
	-----	-----
Total Current Assets	1,282,567	1,246,535
	-----	-----
Investments in Project Partnerships, Net	1,366,654	1,355,760
Replacement Reserves	18,268	16,524
Rental Property at Cost, Net	726,661	741,289
	-----	-----
Total Assets	\$ 3,394,150	\$ 3,360,108
	=====	=====
LIABILITIES AND PARTNERS' EQUITY		
Current Liabilities:		
Payable to General Partners	\$ 516,073	\$ 493,330
Accounts Payable	874	3,757
Accrued Real Estate Taxes	7,649	12,001
Tenant Security Deposits	6,400	5,800
	-----	-----
Total Current Liabilities	530,996	514,888
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	2,946,805	2,839,013
Mortgage Notes Payable	1,225,073	1,225,073
	-----	-----
Total Long Term Liabilities	4,171,878	4,064,086
	-----	-----
Minority Interest in Local Limited Partnerships	(68,622)	(68,518)
	-----	-----
Partners' Equity (Deficit):		
Limited Partners (25,566 units outstanding at June 30 and March 31, 2004)	(1,034,262)	(945,406)
General Partners	(205,840)	(204,942)
	-----	-----
Total Partners' Equity (Deficit)	(1,240,102)	(1,150,348)
	-----	-----
Total Liabilities and Partners' Equity	\$ 3,394,150	\$ 3,360,108
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND, LTD.
(A Florida Limited Partnership)

COMBINED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED JUNE 30,
(Unaudited)

	2004	2003
	----	----
Revenues:		
Rental	\$ 35,739	\$ 32,539
Interest Income	3,699	14,659
Other	54,131	42,622
	-----	-----
Total Revenues	93,569	89,820
	-----	-----
Expenses:		
Asset Management Fee-General Partner	119,791	122,755
General and Administrative:		
General Partner	25,719	46,154
Other	20,757	7,449
Rental Operating Expenses	25,517	18,005
Interest	7,158	7,158
Depreciation	14,628	14,201
Amortization	3,411	3,410
	-----	-----
Total Expenses	216,981	219,132
Loss Before Equity in Income (Losses) of Project Partnerships	(123,412)	(129,312)
Equity in Income (Losses) of Project Partnerships	33,554	(32,105)
Minority Interest in Income (Loss) of Combined Project Partnerships	104	57
	-----	-----
Net Loss	\$ (89,754)	\$ (161,360)
	=====	=====
Allocation of Net Loss:		
Limited Partners	\$ (88,856)	\$ (159,746)
General Partners	(898)	(1,614)
	-----	-----
	\$ (89,754)	\$ (161,360)
	=====	=====
Net Loss Per Number of Limited Partnership Units	\$ (3.48)	\$ (6.25)
Number of Limited Partnership Units	=====	=====
Outstanding	25,566	25,566
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND, LTD.
(A Florida Limited Partnership)

COMBINED STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003
(Unaudited)

	Limited Partners Equity (Deficit) -----	General Partners Equity (Deficit) -----	Total -----
Balance at March 31, 2003	\$ (194,381)	\$ (228,215)	\$ (422,596)
Net Loss	(159,746) -----	(1,614) -----	(161,360) -----
Balance at June 30, 2003	\$ (354,127) =====	\$ (229,829) =====	\$ (583,956) =====
Balance at March 31, 2004	\$ (945,406)	\$ (204,942)	\$(1,150,348)
Net Loss	(88,856) -----	(898) -----	(89,754) -----
Balance at June 30, 2004	\$ (1,034,262) =====	\$ (205,840) =====	\$(1,240,102) =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND, LTD.
(A Florida Limited Partnership)

COMBINED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003
(Unaudited)

	2004 ----	2003 ----
Cash Flows from Operating Activities:		
Net Loss	\$ (89,754)	\$ (161,360)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Amortization	3,411	3,410
Depreciation	14,628	14,201
Accreted Interest Income on Investments in Securities	(2,634)	(12,778)
Equity in Income (Losses) of Project Partnerships	(33,554)	32,105
Minority Interest in Income (Losses) of Combined Project Partnerships	(104)	(57)
Distributions in Other Income	(52,766)	(41,482)
Changes in Operating Assets and Liabilities:		
Decrease (Increase) in Accounts Receivable	358	(1,383)
Increase in Prepaid Insurance	(177)	0
Decrease in Accounts Payable	(2,883)	(1,977)
Increase in Replacement Reserves	(1,744)	0
Increase in Security Deposits	(2,411)	(200)
(Decrease) Increase in Accrued Real Estate Taxes	(4,352)	1,770
Increase in Payable to General Partners	130,535	146,248
	-----	-----
Net Cash Used in Operating Activities	(41,447)	(21,503)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project Partnerships	72,016	57,748
	-----	-----
Net Cash Provided by Investing Activities	72,016	57,748
	-----	-----
Increase in Cash and Cash Equivalents	30,569	36,245
Cash and Cash Equivalents at Beginning of Period	1,092,672	1,343,666
	-----	-----
Cash and Cash Equivalents at End of Period	\$1,123,241	\$1,379,911
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND, LTD.
(A Florida Limited Partnership)

NOTES TO COMBINED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 1 - ORGANIZATION:

Gateway Tax Credit Fund, Ltd. ("Gateway"), a Florida Limited Partnership, was formed October 27, 1987 under the laws of Florida. Operations commenced on June 30, 1988. Gateway invests, as a limited partner, in other limited partnerships ("Project Partnerships"), each of which owns and operates apartment complexes expected to qualify for Low-Income Housing Tax Credits. Gateway will terminate on December 31, 2040 or sooner, in accordance with the terms of the Limited Partnership Agreement. Gateway closed the offering on March 1, 1990 after receiving Limited and General Partner capital contributions of \$25,566,000 and \$1,000 respectively. The fiscal year of Gateway for reporting purposes ends on March 31.

Raymond James Partners, Inc. and Raymond James Tax Credit Funds, Inc., wholly-owned subsidiaries of Raymond James Financial, Inc., are the General Partner and Managing General Partner, respectively. The Managing General Partner manages and controls the business of Gateway.

Operating profits and losses, cash distributions from operations and tax credits are allocated 99% to the Limited Partners and 1% to the General Partners. Profit or loss and cash distributions from sales of properties will be allocated as formulated in the Limited Partnership Agreement.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

Combined Statements

The accompanying statements include, on a combined basis, the accounts of Gateway, Village Apartments of Sparta Limited Partnership and Village Apartments of Divernon Limited Partnership ("Combined Entities"), two Project Partnerships in which Gateway has invested. As of October 1, 1996 and October 1, 1997, respectively, an affiliate of Gateway's Managing General Partner, Value Partners, Inc. became the general partner of the Combined Entities. Since the general partner of the Combined Entities is now an affiliate of Gateway, these combined financial statements include the financial activity of the Combined Entities for the three months ended June 30, 2004. All significant intercompany balances and transactions have been eliminated. Gateway has elected to report the results of operations of the Combined Entities on a 3-month lag basis, consistent with the presentation of financial information of all Project Partnerships.

Basis of Accounting

Gateway utilizes the accrual basis of accounting whereby revenues are recognized when earned and expenses are recognized when obligations are incurred.

Gateway accounts for its investments as the sole limited partner in Project Partnerships ("Investments in Project Partnerships"), with the exception of the Combined Entities, using the equity method of accounting, because management believes that Gateway does not have a majority control of the major operating and financial policies of the Project Partnerships in which it invests, and reports the equity in losses of the Project Partnerships on a 3-month lag in the Statements of Operations. Under the equity method, the Investments in Project Partnerships initially include:

- 1) Gateway's capital contribution,
- 2) Acquisition fees paid to the General Partner for services rendered in selecting properties for acquisition, and
- 3) Acquisition expenses including legal fees, travel and other miscellaneous costs relating to acquiring properties.

Quarterly the Investments in Project Partnerships are increased or decreased as follows:

- 1) Increased for equity in income or decreased for equity in losses of the Project Partnerships,
- 2) Decreased for cash distributions received from the Project Partnerships, and
- 3) Decreased for the amortization of the acquisition fees and expenses.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

Amortization is calculated on a straight-line basis over 35 years, as this is the average estimated useful life of the underlying assets. The amortization is shown as amortization expense on the Statements of Operations.

Pursuant to the limited partnership agreements for the Project Partnerships, cash losses generated by the Project Partnerships are allocated to the general partners of those partnerships. In subsequent years, cash profits, if any, are first allocated to the general partners to the extent of the allocation of prior years' cash losses.

Since Gateway invests as a limited partner, and therefore is not obligated to fund losses or make additional capital contributions, it does not recognize losses from individual Project Partnerships to the extent that these losses would reduce the investment in those Project Partnerships below zero. The suspended losses will be used to offset future income from the individual Project Partnerships.

Gateway reviews its investments in Project Partnerships to determine if there has been any permanent impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If the sum of the expected future cash flows is less than the carrying amount of the investment, Gateway recognizes an impairment loss. No impairment loss has been recognized in the accompanying financial statements.

Gateway, as a limited partner in the Project Partnerships, is subject to risks inherent in the ownership of property which are beyond its control, such as fluctuations in occupancy rates and operating expenses, variations in rental schedules, proper maintenance and continued eligibility of tax credits. If the cost of operating a property exceeds the rental income earned thereon, Gateway may deem it in its best interest to voluntarily provide funds in order to protect its investment. However, Gateway does not guarantee any of the mortgages or other debt of the Project Partnerships.

Cash and Cash Equivalents

It is Gateway's policy to include short-term investments with an original maturity of three months or less in Cash and Cash Equivalents. Short-term investments are comprised of money market mutual funds.

Accounts Receivable

Accounts receivable consist primarily of amounts due from project partnerships for voluntary operating advances made by the Partnership and tenant receivables. The operating advances are non-interest bearing and are due on demand. Tenant receivables are recorded when billed. An allowance for doubtful accounts has not been considered necessary based on historical loss experience. An account is considered past due when payment has not been rendered within thirty days of its due date. Uncollectible receivables are charged to rental revenue when project management has determined that collection efforts will not be successful.

Capitalization and Depreciation

Land, buildings and improvements are recorded at cost and provides for depreciation using the modified accelerated cost recovery system method for financial and tax reporting purposes in amounts adequate to amortize costs over the lives of the applicable assets as follows:

Buildings	27-1/2 years
Equipment	7 years

Expenditures for maintenance and repairs are charged to expense as incurred. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. The resulting gains and losses are reflected in the statement of income.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

Rental Income

Rental income, principally from short-term leases on the Combined Entity's apartment units, is recognized as income under the accrual method as the rents become due.

Concentrations of Credit Risk

Financial instruments which potentially subject Gateway to concentrations of credit risk consist of cash investments in a money market mutual fund that is a wholly-owned subsidiary of Raymond James Financial, Inc.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates that affect certain reported amounts and disclosures. These estimates are based on management's knowledge and experience. Accordingly, actual results could differ from these estimates.

Investment in Securities

Effective April 1, 1995, Gateway adopted Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities ("FAS 115"). Under FAS 115, Gateway is required to categorize its debt securities as held-to-maturity, available-for-sale or trading securities, dependent upon Gateway's intent in holding the securities. Gateway's intent is to hold all of its debt securities (U. S. Treasury Security Strips) until maturity and to use these reserves to fund Gateway's ongoing operations. Interest income is recognized ratably on the U.S. Treasury Strips using the effective yield to maturity.

Offering and Commission Costs

Offering and commission costs were charged against Limited Partners' Equity upon the admission of Limited Partners.

Income Taxes

No provision for income taxes has been made in these financial statements, as income taxes are a liability of the partners rather than of Gateway.

Reclassifications

For comparability, the 2003 and 2002 figures have been reclassified, where appropriate, to conform with the financial statement presentation used in 2004.

Basis of Preparation

The unaudited financial statements presented herein have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and note disclosures required by generally accepted accounting principles. These statements should be read in conjunction with the financial statements and notes thereto included with the Partnership's Form 10-K for the year ended March 31, 2004. In the opinion of management these financial statements include adjustments, consisting only of normal recurring adjustments, necessary to fairly summarize the Partnership's financial position and results of operations. The results of operations for the periods may not be indicative of the results to be expected for the year.

Recent Accounting Pronouncements

In August 2001, the Financial Accounting Standards Board issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets". SFAS No. 144 provides accounting guidance for financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 144 supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of". SFAS No. 144 is effective for fiscal years beginning after December 15, 2001. The Partnership adopted SFAS No. 144 effective January 1, 2002. The adoption did not have an effect on the financial position or results of operations of the Partnership.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51." FIN46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN46 must be applied for the first interim or annual period ending after December 15, 2004. The Partnership does not feel that there will be any effects on its results of operations as a result of the adoption of FIN46. Prior to the effective date of FIN46, Gateway is required to disclose its maximum exposure to economic and financial statement losses as a result of its involvement with variable interest entities. Gateway's exposure to these losses is limited to its investment in the Project Partnerships which is \$1,366,654 at June 30, 2004.

NOTE 3 - INVESTMENT IN SECURITIES:

The June 30, 2004 Balance Sheet includes Investments in Securities equal to \$141,678. These investments consist of U. S. Treasury Security Strips at their cost, plus accreted interest income of \$82,538. The estimated market value at June 30, 2003 of these debt securities is \$141,810 resulting in a gross unrealized gain of \$132.

As of June 30, 2004, the cost and accreted interest by contractual maturities is as follows:

Due within 1 year	\$ 141,678
After 1 year through 5 years	0

Total Amount Carried on Balance Sheet	\$ 141,678
	=====

NOTE 4 - RELATED PARTY TRANSACTIONS:

The Payable to General Partners primarily represents the asset management fees owed to the General Partners at the end of the period. It is unsecured, due on demand and, in accordance with the limited partnership agreement, non-interest bearing. Within the next 12 months, the Managing General Partner does not intend to demand payment on the portion of Asset Management Fees payable classified as long-term on the Balance Sheet.

The General Partners and affiliates are entitled to compensation and reimbursement for costs and expenses as follows:

	2004	2003
	-----	-----
Asset Management Fee	\$119,791	\$122,755
General and Administrative Expenses	25,719	46,154

NOTE 5 - RENTAL PROPERTY:

A summary of the rental property is as follows at June 30, 2004:

	Cost	Accumulated Depreciation	Book Value
	-----	-----	-----
Land	\$ 47,000	\$ 0	\$ 47,000
Buildings	1,439,355	759,694	679,661
Furniture and Appliances	51,141	51,141	0
	-----	-----	-----
Net Book Value	\$1,537,496	\$ 810,835	\$ 726,661
	=====	=====	=====

NOTE 5 - RENTAL PROPERTY (Continued):

A summary of the rental property is as follows at March 31, 2004:

	Cost	Accumulated Depreciation	Book Value
	-----	-----	-----
Land	\$ 47,000	\$ 0	\$ 47,000
Buildings	1,439,355	745,066	694,289
Furniture and Appliances	51,141	51,141	0
	-----	-----	-----
Net Book Value	\$1,537,496	\$ 796,207	\$ 741,289
	=====	=====	=====

NOTE 6 - MORTGAGE NOTE PAYABLE:

The mortgage note payable for Sparta is the balance due on the note dated December 1, 1998 in the amount of \$827,361. The loan is at a stated interest rate of 6.125% for a period of 50 years, the loan also contains a provision for an interest subsidy which reduces the effective interest rate to 2.325%. At March 31, 2004 the development was in compliance with the terms of the subsidy agreement and is receiving the reduced rate which makes the monthly payments \$1,925.75.

Expected maturities of the mortgage note payable are as follows:

Year Ending	Amount
-----	-----
12/31/04	4,738
12/31/05	4,846
12/31/06	4,955
12/31/07	5,067
12/31/08	5,182
Thereafter	798,037

Total	\$ 822,825
	=====

The mortgage note payable for Divernon is the balance due on the note dated October 2, 1989 in the amount of \$416,113. The loan is at a stated interest rate of 8.75% for a period of 50 years, the loan also contains a provision for an interest subsidy which reduces the effective interest rate to 2.35%. At March 31, 2004 the development was in compliance with the terms of the subsidy agreement and is receiving the reduced rate which makes the monthly payment \$883.

Expected maturities of the mortgage note payable are as follows:

Year Ending	Amount
-----	-----
12/31/04	1,706
12/31/05	1,744
12/31/06	1,783
12/31/07	1,823
12/31/08	1,864
Thereafter	393,328

Total	\$402,248
	=====

NOTE 7 - INVESTMENTS IN PROJECT PARTNERSHIPS:

As of June 30, 2004, the Partnership had acquired a 99% interest in the profits, losses and tax credits as a limited partner in 80 Project Partnerships, excluding the Combined Entities which own and operate government assisted multi-family housing complexes.

Cash flows from operations are allocated according to each Partnership agreement. Upon dissolution proceeds will be distributed according to each Partnership agreement.

The following is a summary of Investments in Project Partnerships, excluding the Combined Entities at June 30, 2004:

	JUNE 30, 2004 -----	MARCH 31, 2004 -----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 17,706,016	\$ 17,706,016
Cumulative equity in losses of Project Partnerships (1)	(17,202,428)	(17,235,981)
Cumulative distributions received from Project Partnerships	(769,932)	(750,684)
Investment in Project Partnerships before adjustments	(266,344)	(280,649)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	2,207,576	2,207,576
Accumulated amortization of acquisition fees and expenses	(574,578)	(571,167)
Investments in Project Partnerships	\$ 1,366,654 =====	\$ 1,355,760 =====

(1) In accordance with the Partnership's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of \$16,970,623 for the period ended June 30, 2004 and cumulative suspended losses of \$16,608,534 for the year ended March 31, 2004 are not included.

NOTE 7 - INVESTMENTS IN PROJECT PARTNERSHIPS (Continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships, excluding the Combined Entity beginning on the date of combination, on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of March 31 of each year:

	2004 ----	2003 ----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 9,693,445	\$ 9,404,300
Investment properties, net	61,374,250	65,313,194
Other assets	195,977	521,919
	-----	-----
Total assets	\$71,263,672	\$75,239,413
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 3,156,823	\$ 2,882,553
Long-term debt	87,934,669	90,593,125
	-----	-----
Total liabilities	91,091,492	93,475,678
	-----	-----
Partners' equity		
Limited Partner	(17,845,782)	(16,367,238)
General Partners	(1,982,038)	(1,869,027)
	-----	-----
Total Partners' equity	(19,827,820)	(18,236,265)
	-----	-----
Total liabilities and partners' equity	\$71,263,672	\$75,239,413
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 3,233,039	\$ 3,282,194
Expenses:		
Operating expenses	2,167,530	2,179,054
Interest expense	534,989	609,018
Depreciation and amortization	862,374	879,848
	-----	-----
Total expenses	3,564,893	3,667,920
	-----	-----
Net loss	\$ (331,854)	\$ (385,726)
	=====	=====
Other partners' share of net loss	\$ (3,319)	\$ (3,857)
	=====	=====
Partnerships' share of net loss	\$ (328,535)	\$ (381,869)
Suspended losses	362,089	349,764
	-----	-----
Equity in Income (Losses) of Project Partnerships	\$ 33,554	\$ (32,105)
	=====	=====

Item 4. Controls and Procedures:

Within 90 days prior to the filing of this report, under the supervision and with the participation of the Partnership's management, including the Partnership's chief executive and chief financial officers, an evaluation of the effectiveness of the Partnership's disclosure controls and procedures (as defined in Rule 13a-14(c) under the Securities Exchange Act of 1934) was performed. Based on this evaluation, such officers have concluded that the Partnership's disclosure controls and procedures were effective as of the date of that evaluation in alerting them in a timely manner to material information relating to the Partnership required to be included in this report and the Partnership's other reports that it files or submits under the Securities Exchange Act of 1934. There were no significant changes in the Partnership's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations:

Results of Operations

As disclosed on the Statements of Operations, total expenses were comparable for the three months ended June 30, 2004 and June 30, 2003. Interest income decreased from \$14,659 for the three months ended June 30, 2003 to \$3,699 for the three months ended June 30, 2004 due to a decrease of approximately \$487,000 in Investment in Securities.

Equity in Losses of Project Partnerships for the three months ended June 30, 2004 decreased from a loss of \$32,105 for the three months ended June 30, 2003 to income of \$33,554 as a result of a decrease in rental expenses. In general, it is common in the real estate industry to experience losses for financial and tax reporting purposes because of the non-cash expenses of depreciation and amortization. As a result, management expects Gateway will continue to report its equity in Project Partnerships as a loss for tax and financial reporting purposes.

In total, the Partnership had a net loss of \$89,754 for the three months ended June 30, 2004. However, after adjusting for amortization, accreted interest income, the changes in operating assets and liabilities, and the equity in losses of Project Partnerships, net cash used in operating activities was \$41,447. The net cash provided by investing activities was \$72,016, consisting of cash distributions received from Project Partnerships.

Liquidity and Capital Resources

Gateway's capital resources are used to pay General and Administrative operating costs including personnel, supplies, data processing, travel, and legal and accounting associated with the administration and monitoring of Gateway and the Project Partnerships. The capital resources are also used to pay the Asset Management Fee due the Managing General Partner, but only to the extent that Gateway's remaining resources are sufficient to fund Gateway's ongoing needs. (Payment of any Asset Management Fee due but unpaid at the time Gateway sells its interests in the Project Partnerships is subordinated to the investors return of their original capital contribution.)

The sources of funds to pay the operating costs are short term investments and interest earned thereon, the maturity of U.S. Treasury Security Strips ("Zero Coupon Treasuries") which were purchased with funds set aside for this purpose, and cash distributed to Gateway from the operations of the Project Partnerships. At June 30, 2004, Gateway had \$1,123,241 of short-term investments (Cash and Cash Equivalents). It also had \$141,678 in Zero Coupon Treasuries with maturities providing \$142,000 in fiscal year 2005. Management believes these sources of funds are sufficient to meet Gateway's current and ongoing operating costs for the foreseeable future, and to pay part of the Asset Management Fee.

Exit Strategy

The IRS compliance period for low-income housing tax credit properties is generally 15 years from occupancy following construction or rehabilitation completion. Now these very first programs are completing their compliance period.

With that in mind, the Partnership is continuing to review the Partnership's holdings, with special emphasis on the more mature properties such as any that have satisfied the IRS compliance requirements. The Partnership's review will consider many factors including extended use requirements on the property (such as those due to mortgage restrictions or state compliance agreements), the condition of the property, and the tax consequences to the investors from the sale of the property.

Upon identifying those properties with the highest potential for a successful sale, refinancing or syndication, the Partnership expects to proceed with efforts to liquidate those properties. The Partnership's objective is to maximize the investors' return wherever possible and, ultimately, to wind down those funds that no longer provide tax benefits to investors. As of June 30, 2004, two project partnerships, Clayfed Apartments and Westside Apartments have been sold.

Gateway has no direct employees. The General Partners have full and exclusive discretion in management and control of Gateway.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

GATEWAY TAX CREDIT FUND, LTD.
(A Florida Limited Partnership)
By: Raymond James Tax Credit Funds, Inc.

Date: August 11, 2004

By: /s/ Ronald M. Diner
Ronald M. Diner
President

Date: August 11, 2004

By: /s/ Sandra C. Humphreys
Sandra C. Humphreys
Secretary and Treasurer

Date: August 11, 2004

By: /s/ Carol Georges
Carol Georges
Vice President and Director of Accounting

CERTIFICATIONS*

I, Ron Diner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gateway Tax Credit Fund, Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information include in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 11, 2004

By: /s/ Ronald M. Diner
Ronald M. Diner
President

I, Carol Georges, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gateway Tax Credit Fund, Ltd.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information include in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 11, 2004

By: /s/ Carol Georges
Carol Georges
Vice President and Director of Accounting