UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2009

OR

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

For the transition period from _________________ to _______________

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)	(IRS Employer Identification No.)
880 Carillon Parkway	St. Petersburg, Florida 33716
(Address of principal executive offices)	(Zip Code)
Registrant's Telephone Number, Including Area Code:	(727) 567-1000

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 [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller Reporting Company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

PART I – Financial Information

Item 1. Financial Statements

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

BALANCE SHEET
(Unaudited)

	September 30, 2009	March 31, 2009
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 332,194	$ 263,458
Receivable - Other	155,460	-
Total Current Assets	487,654	263,458
Total Assets	$ 487,654	$ 263,458
LIABILITIES AND PARTNERS' DEFICIT		
Current Liabilities:		
Payable to General Partners	$ 5,060,255	$ 4,955,099
Distribution Payable	17,289	26,423
Deferred Gain on Sale of Project Partnerships	152,346	-
Accounts Payable - Other	5,435	5,435
Total Current Liabilities	5,235,325	4,986,957
Partners' Equity (Deficit):		
Limited Partners (25,566 units outstanding at September 30, 2009 and March 31, 2009)	(5,367,258)	(5,333,453)
General Partners	619,587	609,954
Total Partners' Deficit	(4,747,671)	(4,723,499)
Total Liabilities and Partners' Deficit	$ 487,654	$ 263,458

See accompanying notes to financial statements.

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

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008
(Unaudited)

	2009	2008
Revenues:		
Distribution Income	$ 19,089	$ 15,973
Total Revenues	19,089	15,973
Expenses:		
Asset Management Fee - General Partner	56,131	78,727
General and Administrative:		
General Partner	-	-
Other	24,099	43,086
Total Expenses	80,230	121,813
Loss Before Equity in Income of Project Partnerships and Other Income	(61,141)	(105,840)
Equity in Income of Project Partnerships	-	8,090
Gain on Sale of Project Partnerships	939,909	230,135
Interest Income	15	4,152
Miscellaneous Income	94,622	-
Net Income from Continuing Operations	$ 973,405	$ 136,537
Income from Discontinued Operations (See Notes 2 & 5)	-	1,060,468
Net Income	$ 973,405	$ 1,197,005
Allocation of Net Income:		
Limited Partners	$ 963,671	$ 1,185,035
General Partners	9,734	11,970
	$ 973,405	$ 1,197,005
Net Income Per Limited Partnership Unit	$ 37.69	$ 46.35
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)

STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2009 AND 2008
(Unaudited)

	2009	2008
Revenues:		
Distribution Income	$ 36,937	$ 31,627
Total Revenues	36,937	31,627
Expenses:		
Asset Management Fee - General Partner	115,975	160,832
General and Administrative:		
General Partner	-	-
Other	39,779	61,194
Total Expenses	155,754	222,026
Loss Before Equity in Income of Project Partnerships and Other Income	(118,817)	(190,399)
Equity in Income of Project Partnerships	-	9,116
Gain on Sale of Project Partnerships	987,429	476,435
Interest Income	23	8,231
Miscellaneous Income	94,622	-
Net Income from Continuing Operations	$ 963,257	$ 303,383
Income from Discontinued Operations (See Notes 2 & 5)	-	1,031,135
Net Income	$ 963,257	$ 1,334,518
Allocation of Net Income:		
Limited Partners	$ 953,624	$ 1,321,173
General Partners	9,633	13,345
	$ 963,257	$ 1,334,518
Net Income Per Limited Partnership Unit	$ 37.30	$ 51.68
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)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2009 AND 2008
(Unaudited)

	Limited Partners' Deficit	General Partners' Equity	Total
Balance at March 31, 2008	$ (4,571,641)	$ 590,936	$ (3,980,705)
Capital Contributions	-	5,312	5,312
Net Income	1,321,173	13,345	1,334,518
Distributions	(1,772,453)	-	(1,772,453)
Balance at September 30, 2008	$ (5,022,921)	$ 609,593	$ (4,413,328)
Balance at March 31, 2009	$ (5,333,453)	$ 609,954	$ (4,723,499)
Net Income	953,624	9,633	963,257
Distributions	(987,429)	-	(987,429)
Balance at September 30, 2009	$ (5,367,258)	$ 619,587	$ (4,747,671)

See accompanying notes to financial statements.

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

STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2009 AND 2008
(Unaudited)

	2009	2008
Cash Flows from Operating Activities:		
Net Income	$ 963,257	$ 1,334,518
Adjustments to Reconcile Net Income to Net Cash Provided by (Used in) Operating Activities:		
Premium on Investment in Securities	-	70
Equity in Income of Project Partnerships	-	(9,116)
Gain on Sale of Project Partnerships	(987,429)	(476,435)
Discontinued Operations	-	(1,031,135)
Distribution Income	(36,937)	(31,627)
Changes in Operating Assets and Liabilities:		
Decrease in Interest Receivable	-	2,577
Decrease in Accounts Payable - Other	-	(696)
Increase in Payable to General Partners	102,042	118,234
Net Cash Provided by (Used in) Operating Activities	40,933	(93,610)
Cash Flows from Investing Activities:		
Distributions Received from Project Partnerships	36,937	33,482
Net Proceeds from Sale of Project Partnerships	987,429	1,767,666
Redemption of Investment Securities	-	200,000
Net Cash Provided by Investing Activities	1,024,366	2,001,148
Cash Flows from Financing Activities:		
Distributions to Limited Partners	(996,563)	(1,767,121)
Net Cash Used in Financing Activities	(996,563)	(1,767,121)
Increase in Cash and Cash Equivalents	68,736	140,417
Cash and Cash Equivalents at Beginning of Year	263,458	350,280
Cash and Cash Equivalents at End of Period	$ 332,194	$ 490,697
Supplemental disclosure of non-cash activities:		
Increase in Distribution Payable	$ 18,764	$ 5,312
Distribution to Limited Partners	(18,764)	(5,312)
Increase in Receivable - Other	(155,460)	(101,450)
Increase in Deferred Gain on Sale of Project Partnerships	152,346	67,661
Increase in Payable to General Partners	3,114	5,239
Net Proceeds from Sale of Project Partnerships	-	28,550
Decrease in Payable to General Partners	-	(5,312)
Capital Contributions	-	5,312
	$ -	$ -

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
September 30, 2009
(Unaudited)

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 eligible for Low-Income Housing Tax Credits ("Tax Credits"), provided for in Section 42 of the Internal Revenue Code of 1986. Gateway will terminate on December 31, 2040 or sooner, in accordance with the terms of the limited partnership agreement (the "Agreement"). As of September 30, 2009, Gateway had received capital contributions of $325,032 from the General Partners and $25,566,000 from the Limited Partners. 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 and collectively the General Partners.

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 are allocated as specified in the Agreement.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

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") 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 loss 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,
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 loss of the Project Partnerships,
2) Decreased for cash distributions received from the Project Partnerships,
3) Decreased for the amortization of the acquisition fees and expenses,
4) Decreased, where appropriate, for impairment.

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 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, if any, from the individual Project Partnerships. Any cash distributions received from Project Partnerships which have a zero investment balance are accounted for as distribution income in the period the cash distribution is received by Gateway.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

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. As part of its analysis, Gateway has historically considered the residual value of the Project Partnerships as one key component of its estimate of future cash flows. During the quarter ended December 31, 2008, as a direct result of the deterioration that occurred within the United States financial markets and more specifically, its negative impact on the Tax Credit market, Gateway concluded that any residual value of the Project Partnerships given the Tax Credit market conditions could not be practicably determined. As a result, Gateway eliminated estimates of residual value of the Project Partnerships from the recoverability portion of its impairment analysis. Accordingly, in the quarter ended December 31, 2008, impairment expense of $112,895 was recognized in the Statement of Operations. Gateway is continuing to execute its process of disposition of its interest in Project Partnerships that have reached the end of their Tax Credit compliance period, refer to Note 5 – Summary of Disposition Activities for the most recent update of those on-going activities. No impairment expense was recognized during either of the six-month periods ended September 30, 2009 and 2008.

Cash and Cash Equivalents

Gateway's policy is 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.

Assets Held for Sale

Assets which meet certain specific criteria are classified as property held for sale as of the balance sheet date. One of the Project Partnerships, Crosstown Seniors Limited Dividend Housing Association Limited Partnership ("Crosstown") met such criteria as of March 31, 2008. Crosstown was sold during September 2008. The gain on sale of Crosstown is presented as discontinued operations for the quarter ended September 30, 2008. (See further discussion of this sale transaction in Note 5).

Discontinued Operations on the Statements of Operations consist of the following amounts for the six months ended September 30, 2009 and 2008:

	2009	2008
Gain on Sale of Project Partnerships	$ -	$ 1,031,135
Total Income from Discontinued Operations	$ -	$ 1,031,135

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 whose investment advisor 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.

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.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

Variable Interest Entities

Generally a variable interest entity, or VIE, is an entity with one or more of the following characteristics, (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support; (b) as a group the holders of the equity investment at risk lack (i) the ability to make decisions about an entity's activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. GAAP requires a VIE to be consolidated in the financial statements of the entity that is determined to be the primary beneficiary of the VIE. Gateway's determination of the primary beneficiary of each VIE requires judgment and is based on an analysis of all relevant facts and circumstances including: (1) the existence of a principal-agency relationship between the limited partner and the general partner, (2) the relationship and significance of the activities of the VIE to each partner, (3) each partner's exposure to the expected losses of the VIE, and (4) the design of the VIE. In the design of Project Partnership VIEs, the overriding concept centers around the premise that the limited partner invests solely for tax attributes associated with the property held by the VIE, while the general partner of the Project Partnership is responsible for overseeing its operations. Based upon its analysis of all the relevant facts and considerations, Gateway has concluded that in those instances where the Project Partnership interests are determined to be VIEs, the general partner of the Project Partnership is more closely associated with the Project Partnership than the limited partner (Gateway) and therefore, Gateway is not the primary beneficiary.

As of September 30, 2009, Gateway holds variable interests in 22 VIEs, which consist of Project Partnerships. Gateway is not the primary beneficiary of any of these VIEs. Gateway's maximum exposure to loss as a result of its involvement with unconsolidated VIEs is limited to Gateway's capital contributions to those VIEs, which is approximately $4,898,731 at September 30, 2009. Gateway may be subject to additional losses to the extent of any financial support that Gateway voluntarily provides to those Project Partnerships in the future.

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 Gateway's report on Form 10-K for the year ended March 31, 2009. In the opinion of management, these financial statements include adjustments, consisting only of normal recurring adjustments, necessary to fairly summarize Gateway'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.

NOTE 3 - RELATED PARTY TRANSACTIONS:

The Payable to General Partners primarily represents the asset management fees and general and administrative expenses owed to the General Partners at the end of the period. This payable is unsecured, due on demand and, in accordance with the Agreement, non-interest bearing.

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

Asset Management Fee – The Managing General Partner is entitled to receive an annual asset management fee equal to 0.45% of the aggregate cost of Gateway's interest in the projects owned by the Project Partnerships. The asset management fee will be paid only after all other expenses of Gateway have been paid. These fees are included in the Statements of Operations. Totals incurred for the six months ended September 30, 2009 and 2008 were $115,975 and $160,832, respectively.

General and Administrative Expenses – The Managing General Partner is reimbursed for general and administrative expenses of Gateway on an accountable basis. These expenses are included in the Statements of Operations. No such expenses were incurred for the six months ended September 30, 2009 and 2008.

Refer to the discussion of net profit on re-syndication transactions contributed to Gateway by the Managing General Partner in Note 5, Summary of Disposition Activities herein.

NOTE 4 - INVESTMENTS IN PROJECT PARTNERSHIPS:

As of September 30, 2009, Gateway holds a 99% interest in the profits, losses, and Tax Credits as a limited partner in 22 Project Partnerships holding 22 properties which own and operate government assisted multi-family housing complexes. Cash flows from operations are allocated according to each Project Partnership agreement. Upon dissolution, proceeds will be distributed according to each Project Partnership agreement.

The following is a summary of Investments in Project Partnerships as of:

	September 30, 2009	March 31, 2009
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	$ 4,898,731	$ 9,304,507
Cumulative equity in losses of Project Partnerships (1)	(4,999,695)	(9,606,978)
Cumulative distributions received from Project Partnerships	(240,610)	(360,043)
Investment in Project Partnerships before Adjustment	(341,574)	(662,514)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	616,502	1,160,581
Accumulated amortization of acquisition fees and expenses	(240,408)	(385,172)
Reserve for Impairment of Investment in Project Partnerships	(34,520)	(112,895)
Investments in Project Partnerships	$ -	$ -

(1) In accordance with Gateway's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of $6,553,285 for the period ended September 30, 2009 and cumulative suspended losses of $14,227,196 for the year ended March 31, 2009 are not included.

NOTE 4 - INVESTMENTS IN PROJECT PARTNERSHIPS (Continued):

In accordance with Gateway's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized balance sheets for the Project Partnerships as of June 30 and the summarized statements of operations for the six months ended June 30 of each year:

	2009	2008
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	$ 3,204,927	$ 5,539,175
Investment properties, net	14,135,555	25,582,177
Other assets	69,463	64,406
Total assets	$ 17,409,945	$ 31,185,758
Liabilities and Partners' Deficit:		
Current liabilities	$ 1,057,334	$ 1,378,669
Long-term debt	24,028,994	46,723,243
Total liabilities	25,086,328	48,101,912
Partners' deficit		
Limited Partner	(7,231,371)	(16,024,470)
General Partners	(445,012)	(891,684)
Total Partners' deficit	(7,676,383)	(16,916,154)
Total liabilities and partners' deficit	$ 17,409,945	$ 31,185,758
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	$ 1,964,322	$ 3,722,799
Expenses:		
Operating expenses	1,465,599	2,553,721
Interest expense	251,589	510,155
Depreciation and amortization	466,751	942,483
Total expenses	2,183,939	4,006,359
Net loss	$ (219,617)	$ (283,560)
Other partners' share of net loss	$ (2,196)	$ (2,835)
Gateway's share of net loss	$ (217,421)	$ (280,725)
Suspended losses	217,421	289,841
Equity in Income of Project Partnerships	$ -	$ 9,116

Gateway's deficit as reflected by the Project Partnerships of $(7,231,371) differs from Gateway's Investments in Project Partnerships before acquisition fees and expenses, amortization, and the impairment reserve of $(341,574) primarily because of suspended losses on Gateway's books.

NOTE 5 – SUMMARY OF DISPOSITION ACTIVITIES:

Gateway at one time held investments in 82 Project Partnerships holding 87 properties. As of September 30, 2009, Gateway has sold or otherwise disposed of its interest in 60 Project Partnerships which held 65 properties. A summary of the sale or disposition transactions for the Project Partnerships disposed during the current fiscal year-to-date and the previous fiscal year are summarized below:

Fiscal Year 2010 Disposition Activity:

Transaction Month / Year	Project Partnership	Net Proceeds	Net Proceeds Per LP Unit	Gain (Loss) on Disposal	Deferred Gain on Disposal
September 2009	Madison, Ltd.	$ 43,958	$ 1.72	$ -	$ 43,958
September 2009	Mabank 1988 Limited (Phase I & II)	14,482	0.57	-	14,482
September 2009	Monroe Family, Ltd.	38,749	1.52	-	38,749
September 2009	Hartwell Elderly, Ltd.	28,749	1.12	-	28,749
September 2009	Mulberry Hill IV Associates	3,581	0.14	-	3,581
September 2009	Federal Manor III	7,497	0.29	-	7,497
September 2009	Dunbarton Oaks III	7,749	0.30	-	7,749
September 2009	Brandywine III	7,581	0.30	-	7,581
August 2009	Middleport Limited Partnership	18,764	0.73	18,764	-
August 2009	Augusta Properties, LP (Phase I & II)	180,810	7.07	180,686	-
August 2009	Barling Properties	131,898	5.16	131,836	-
August 2009	Booneville Properties	137,430	5.38	137,368	-
August 2009	Broken Bow Properties II	126,365	4.94	126,303	-
August 2009	Decatur Properties	65,509	2.56	65,447	-
August 2009	Poteau Properties III	51,678	2.02	51,616	-
August 2009	Poteau Properties IV	87,640	3.43	87,578	-
August 2009	Turtle Creek Properties Phase II	115,301	4.51	115,239	-
June 2009	Sabinal Housing Ltd.	4,665	0.18	4,330	-
June 2009	Kingsland Housing Ltd.	12,497	0.49	12,163	-
June 2009	Mathis Retirement Ltd.	8,914	0.35	8,579	-
May 2009	Spring Creek Apartments, Ltd. (GA)	47,520	1.86	47,520	-
				$ 987,429	$ 152,346

In accordance with GAAP, although the sales of Madison, Ltd., Mabank 1988 Limited (Phase I & II), Monroe Family, Ltd., Hartwell Elderly, Ltd., Mulberry Hill IV Associates, Federal Manor III, Dunbarton Oaks III, and Brandywine III were consummated on or prior to September 30, 2009, the gains on the sales are being deferred on the Balance Sheet and not recognized on the Statement of Operations until the period that the net sales proceeds are received. Gateway recorded a receivable for the gross proceeds from these sales totaling $155,460 which is included in Receivable – Other on the Balance Sheet. Of this amount, $72,460 was subsequently received in October 2009 and the balance has yet to be received. The net proceeds will be distributed to the Limited Partners in a subsequent quarter. The deferred gain of $152,346 will be recognized on the Statement of Operations when the proceeds are received.

The net proceeds per LP unit from the sale of Middleport Limited Partnership are a component of the Distribution Payable on the Balance Sheet as of September 30, 2009. These net proceeds will be distributed to the Limited Partners in a subsequent quarter.

The net proceeds per LP unit from the sale of Augusta Properties, LP (Phase I & II), Barling Properties, Booneville Properties, Broken Bow Properties II, Decatur Properties, Poteau Properties III, Poteau Properties IV, Turtle Creek Properties Phase II, Sabinal Housing, Ltd., Kingsland Housing, Ltd., Mathis Retirement, Ltd., and Spring Creek Apartments, Ltd. (GA) were distributed to the Limited Partners in September 2009.

NOTE 5 – SUMMARY OF DISPOSITION ACTIVITIES (Continued):

Fiscal Year 2009 Disposition Activity:

Transaction Month / Year	Project Partnership	Net Proceeds	Net Proceeds Per LP Unit	Gain (Loss) on Disposal	Component of Discontinued Operations
January 2009	Limestone Estates	$ 24,475	$ 0.96	$ 24,475	$ -
November 2008	The Meadows Associates	198,792	7.78	197,674	-
September 2008	Winder Apartments, Ltd.	38,160	1.49	38,000	-
September 2008	Oakwood Apartments	9,741	0.38	9,741	-
September 2008	Lakewood Apartments	19,760	0.77	19,760	-
September 2008	Sandhill Forest, Ltd.	-	-	-	-
September 2008	Oakwood Grove, Ltd.	-	-	-	-
September 2008	Hastings Manor, Ltd.	-	-	-	-
September 2008	Crosstown Seniors (Phase I & II)	1,349,749	52.79	-	1,055,863
August 2008	Laurel Apartments	226,840	8.87	225,535	-
June 2008	Middlefield, Limited	117,530	4.60	118,321	-
June 2008	Pulaski Village	128,770	5.03	128,770	-
	Other, net (see below)	-	-	6,938	240
				$ 769,214	$ 1,056,103

The net proceeds per LP unit from the sale of Limestone Estates are a component of the Distribution Payable on the Balance Sheet as of March 31, 2009. These net proceeds were distributed to the Limited Partners in September 2009.

The net proceeds per LP unit from the sale of The Meadows Associates, Winder Apartments, Ltd., Oakwood Apartments, and Lakewood Apartments, plus additional proceeds from the sale of Crosstown Seniors (Phase I & II), were distributed to the Limited Partners in December 2008.

The net proceeds per LP unit from the sale of Crosstown Seniors (Phase I & II), Laurel Apartments, Middlefield, Limited, and Pulaski Village were distributed to the Limited Partners in September 2008.

Gateway recognized additional gains on sale of Project Partnerships in the amount of $6,938 and an additional component of discontinued operations of $240 resulting from the true-up of certain legal and other sale transaction closing expenses arising from Project Partnership sale transactions. Any undistributed proceeds related hereto were distributed to the Limited Partners in September 2009.

Re-syndications of Project Partnerships occur when a new buyer acquires the assets of a Project Partnership and renovates the existing affordable housing property and finances the costs of the renovation in part through the acquisition and sale of Tax Credits. In such re-syndication transactions, the assets of the existing Project Partnership are sold to a new partnership, net sales proceeds from the sale of assets are remitted to either Gateway or the general partner of the Project Partnership as appropriate, and the Project Partnership is liquidated. In a separate transaction, interests in the new partnership, which has a "fresh" allocation of Tax Credits, are sold to an unrelated third party or fund. In certain limited circumstances, the Managing General Partner of Gateway is involved in "re-syndicating" the sale of interests in the new partnership to an unrelated third party or fund. In those instances, the Managing General Partner has adopted the policy that it will contribute any net profits it received from the re-syndication transaction to Gateway. The Riverside Apartments property was the subject of a fiscal year 2008 re-syndication transaction in which the Managing General Partner was involved in the re-syndication, and $5,312 of re-syndication profit has been contributed during fiscal year 2009 to Gateway by the Managing General Partner (in October 2008). This amount was then distributed to the Limited Partners as part of the December 2008 distribution.

NOTE 6 – SUBSEQUENT EVENTS:

Gateway reviewed and evaluated events from the period ended September 30, 2009 through the date the financial statements were issued, November 13, 2009, and concluded that no other subsequent events have occurred that require recognition in the financial statements.

Subsequent to the September 30, 2009 quarter-end, Gateway sold its partnership interest in Village Apartments of Centralia II, Village Apartments of Fortville II, Village Apartments of Morgantown, Village Apartments of Summitville, and Spring Creek Apartments, Ltd. (AL). Gateway received approximately $7,000 in net proceeds (approximately $0.27 per limited partnership unit) which also approximates the gain on sale of Project Partnerships. The gain will be recognized in the third quarter of fiscal year 2010 and the net proceeds from these sale transactions will be distributed to the Limited Partners in a subsequent quarter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations:

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the results of operations and financial condition of Gateway. The MD&A is provided as a supplement to, and should be read in conjunction with the financial statements and accompanying footnotes to the financial statements contained elsewhere in this report.

The Managing General Partner monitors developments in the area of legal and regulatory compliance. For example, the Sarbanes-Oxley Act of 2002 (the "Act") mandates or suggests additional compliance measures with regard to governance, disclosure, audit and other areas, and certain provisions of the Act have been implemented by Gateway and other provisions will be implemented by Gateway in subsequent years.

The following discusses the results of operations, liquidity and capital resources for Gateway.

Results of Operations

As more fully detailed in the Exit Strategy discussion included within this MD&A, all of the Project Partnerships have delivered their Tax Credits to Gateway, the Tax Credit compliance period has expired, and Gateway is in the process of selling or disposing of all of its remaining Project Partnership interests. Net proceeds received from the sales are being distributed to the Limited Partners. Once all Project Partnership interests have been sold or otherwise disposed of, Gateway will be liquidated. The target date for liquidation of Gateway is on or before December 31, 2009, although there is no certainty that all the activities necessary to occur as of such date will have transpired.

Distribution income arises from any cash distributions received from Project Partnerships which have a zero investment balance for financial reporting purposes. Distribution income received from the Project Partnerships increased $5,310 from $31,627 for the six months ended September 30, 2008 to $36,937 for the six months ended September 30, 2009. The increase in distribution income is a result of fewer Project Partnerships with investment balances coupled with an increase of gross distributions received from Project Partnerships. The number of Project Partnerships with an investment balance decreased from three as of September 30, 2008 to zero Project Partnerships as of September 30, 2009. The gross distributions received from Project Partnerships increased from $33,482 for the six-month period ended September 30, 2008 to $36,937 for the same period ended in 2009. During the six months ended September 30, 2009, Gateway recorded miscellaneous income from the receipt of cash from a third-party for consideration in extending the closing dates listed in the purchase agreements for several Project Partnerships. The funds are being used to cover the third-party expenses of Gateway.

Total expenses of Gateway were $155,754 for the six months ended September 30, 2009, a decrease of $66,272 as compared to the six months ended September 30, 2008 total expenses of $222,026. The decrease results from decreases in 1) asset management fees due to sales of Project Partnerships (Gateway ceases accruing asset management fees for sold Project Partnerships) and 2) General and Administrative expense – Other (expenses for annual tax return preparation and financial statement audits and quarterly reviews, third-party investor reporting services and any other third-party professional services incurred are included in this category of expenses).

Interest income decreased $8,208 from $8,231 for the six months ended September 30, 2008 to $23 for the six months ended September 30, 2009. The change in interest income results primarily from the fluctuation of interest rates on short-term investments over this period and a lower balance of funds earning interest. Cash and cash equivalents decreased $158,503 from $490,697 as of September 30, 2008 as compared to the September 30, 2009 balance of $332,194. Interest income is generally one source of funds available to pay administrative costs of Gateway.

Twenty-one Project Partnership investments were sold or otherwise disposed of during the first two quarters of fiscal year 2010 (Spring Creek Apartments, Ltd. (GA), Sabinal Housing, Ltd., Kingsland Housing, Ltd., Mathis Retirement, Ltd., Augusta Properties, LP (Phase I & II), Barling Properties, Booneville Properties, Broken Bow Properties II, Decatur Properties, Poteau Properties III, Poteau Properties IV, Turtle Creek Properties Phase II, Middleport Limited Partnership, Brandywine III, Dunbarton Oaks III, Federal Manor III, Mulberry Hill IV Associates, Hartwell Elderly, Ltd., Monroe Family, Ltd., Mabank 1988 Limited (Phase I & II), and Madison, Ltd.). Gateway received net sales proceeds totaling $988,991 during the first two quarters of fiscal year 2010, $70,366 during the third quarter of fiscal year 2010, and an additional $81,980 has yet to be received. Of these amounts, $970,227 was distributed in September 2009 to the Limited Partners at $37.95 per limited partner unit. The remaining $171,110 ($6.69 per limited partner unit) will be distributed to the Limited Partners during a subsequent quarter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued):

Twelve Project Partnership investments were sold or otherwise disposed of during fiscal year 2009 (Pulaski Village, Middlefield, Limited, Laurel Apartments, Crosstown Seniors (Phase I & II), Hastings Manor, Ltd., Oakwood Grove, Ltd., Sandhill Forest, Ltd., Lakewood Apartments, Oakwood Apartments, Winder Apartments, Ltd., The Meadows Associates, and Limestone Estates). Gateway received net sales proceeds totaling $2,113,817. Of this amount, $2,089,342 was distributed in fiscal year 2009 to the Limited Partners at $81.71 per limited partner unit. The remaining $24,475 ($0.96 per limited partner unit) was distributed to the Limited Partners in fiscal year 2010 (in September 2009).

Cumulative distributions of sales proceeds since inception of Gateway to Limited Partners amount to $249.21 per unit.

Equity in Income of Project Partnerships decreased to $0 for the six months ended September 30, 2009 from $9,116 for the six months ended September 30, 2008 as a result of the suspension of all losses so that the Investments in Project Partnerships does not fall below zero. Because Gateway utilizes the equity method of accounting to account for its investment in Project Partnerships, income or losses from Project Partnerships with a zero investment balance are not recognized in the Statement of Operations. Gateway's share of the net loss from Project Partnerships for the six-month periods ended June 30, 2009 and 2008 (Project Partnership financial information is on a three-month lag) was $217,421 and $280,725, respectively. Gateway suspended net losses from Project Partnerships for the six months ended June 30, 2009 and 2008 totaling $217,421 and $289,841, respectively. The suspended losses of $289,841 for the six months ended June 30, 2008 exceed Gateway's share of the total net loss of $280,725 because certain Project Partnerships with investment balances generated net income of $9,116. 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. (These Project Partnerships reported depreciation and amortization of $466,751 and $942,483 for the six months ended June 30, 2009 and 2008, respectively.) Overall, management believes the Project Partnerships are operating as expected and have generated Tax Credits which met projections.

Gain on Sale of Project Partnerships increased $510,994 from $476,435 for the six months ended September 30, 2008 to $987,429 for the six months ended September 30, 2009. As more fully discussed within this MD&A, twenty-one Project Partnership investments were sold or disposed of during the first two quarters of fiscal year 2010 as compared to the first two quarters of fiscal year 2009 when ten Project Partnership investments were sold or disposed of. The amount of the gain or loss on a sale of a Project Partnership and the period in which it is recognized on the Statement of Operations is dependent upon the specifics related to each sale or disposition transaction. Refer to the discussion of each Project Partnership sold in the Exit Strategy section within this MD&A.

Income from Discontinued Operations decreased to $0 for the six-month period ended September 30, 2009 from $1,031,135 for the six-month period ended September 30, 2008. No assets were classified as held for sale on the balance sheet as of September 30, 2009. Crosstown, which was classified as Investments in Project Partnerships held for sale as of March 31, 2008, was sold during September 2008. The gain on sale of Crosstown was included in discontinued operations for the six months ended September 30, 2008. Refer to the discussion of this Project Partnership sale in the Exit Strategy section within this MD&A.

In total, Gateway reported net income of $963,257 for the six months ended September 30, 2009. After adjusting for the changes in operating assets and liabilities, net cash provided by operating activities was $40,933. Cash provided by investing activities was $1,024,366 consisting of $36,937 in cash distributions from the Project Partnerships and $987,429 in net proceeds from the Sale of Project Partnerships (refer to the Exit Strategy section within this MD&A for more detailed discussion of these sales of Project Partnerships). Cash used in financing activities consists of distributions paid to Limited Partners totaling $996,563.

Liquidity and Capital Resources

Gateway's capital resources are used to pay General and Administrative operating costs including personnel, supplies, data processing, travel, legal, and accounting and audit fees 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.)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued):

The sources of funds to pay the operating costs are cash and cash equivalents and the interest earnings thereon, and cash distributed to Gateway from the operations of the Project Partnerships. Due to the rent limitations applicable to the Project Partnerships as a result of their qualifying for Tax Credits, Gateway does not expect there to be a significant increase in future rental income of the Project Partnerships. Therefore, cash distributions from operations of the Project Partnerships are not expected to increase. At September 30, 2009, Gateway had $332,194 of cash and cash equivalents. However, $17,289 of this balance represents proceeds Gateway received prior to September 30, 2009 from the sale of Project Partnerships which is for distribution to Limited Partners. Management believes these sources of funds are sufficient to meet Gateway's current and ongoing operating costs for the foreseeable future, and to perhaps pay a portion of the unpaid Asset Management Fee.

For the six months ended September 30, 2009, Gateway received $36,937 in cash distributions from the Project Partnerships and $23 in interest income which are available for payment of Gateway expenses. The General and Administrative operating costs (both General Partner and Other) were $39,779 for the six months ended September 30, 2009 and the Asset Management Fee expensed was $115,975; no asset management fees were actually paid to the General Partner during the six months ended September 30, 2009.

Recent Accounting Changes

Certain accounting guidance within FASB ASC 740 – Income Taxes (“ASC 740”) was issued in July 2006 which interpreted previous guidance. The “Accounting for Income Tax Changes” required all taxpayers to analyze all material positions they have taken or plan to take in all tax returns that have been filed or should have been filed with all taxing authorities for all years still subject to challenge by those taxing authorities. If the position taken is “more-likely-than-not” to be sustained by the taxing authority on its technical merits and if there is more than a 50% likelihood that the position would be sustained if challenged and considered by the highest court in the relevant jurisdiction, the tax consequences of that position should be reflected in the taxpayer’s GAAP financial statements. Earlier proposed interpretations within ASC 740 had recommended a “probable” standard for recognition of tax consequences rather than the “more-likely-than-not” standard finally adopted.

Because Gateway is a pass-through entity and is not required to pay income taxes, the changes to ASC 740 do not currently have any impact on its financial statements. On December 30, 2008, the FASB issued further guidance regarding ASC 740 which deferred the effective date of the Accounting for Income Tax Changes for nonpublic enterprises included within the scope of the revised guidance to the annual financial statements for fiscal years beginning after December 15, 2008. The deferred effective date was intended to give the Board additional time to develop guidance on the application of the Accounting for Income Tax Changes by pass-through entities and not-for-profit organizations. Gateway may modify its disclosures if the FASB’s guidance regarding application of the Accounting for Income Tax Changes to pass-through entities changes.

In November 2008, the FASB updated FASB ASC 323 – Investments – Equity Method and Joint Ventures by clarifying the accounting for certain transactions and impairment considerations involving equity method investments. This update was effective in fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. The changes in this standard did not have a material impact on Gateway’s financial position, operations or cash flow.

In December 2008, the FASB updated FASB ASC 860 – Transfers and Servicing to require public entities to provide additional disclosures about transferors’ continuing involvements with transferred financial assets. The adoption of this standard did not have a material impact on the Gateway’s financial statements.

In June 2009, the FASB issued FAS 167, “Amendments to FASB Interpretation No. 46(R)”, which amends the consolidation guidance applicable to variable interest entities. Upon adoption of FAS 167, Gateway will have reconsidered its previous ASC 810-10 conclusions regarding its investments in Project Partnerships. FAS 167 is not effective for Gateway until its fiscal year ended March 31, 2011 and early adoption is prohibited. Gateway has not yet determined the impact, if any, FAS 167 will have on its financial statements for the year-ended March 31, 2011.

In June 2009, the FASB issued, and Gateway has adopted, FASB ASC 855 – Subsequent Events. The objective of this statement is to establish general standards of accounting for disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This statement is effective for interim or annual financial periods ending after June 15, 2009.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued):

Exit Strategy

The IRS compliance period for low-income housing Tax Credit properties is generally 15 years from occupancy following construction or rehabilitation completion. All of Gateway's Project Partnerships have reached the end of their Tax Credit compliance period; consequently, Gateway is currently in the process of disposing of all of its investments in Project Partnerships. Gateway's objective is to sell Gateway's interest in such assets for fair market value and ultimately, to liquidate the Project Partnerships. Generally, the market for Project Partnerships is limited. Some of the factors which negatively impact the marketability of these projects include (1) requirements by government agencies or the project's debt holder to continue to maintain the property in the low-income housing program, and (2) a mortgage loan balance on the property which is very near the initial balance as a result of the heavily subsidized debt of the Project Partnerships and lengthy (usually 50 year) amortization periods.

As of September 30, 2009, Gateway holds a limited partner interest in 22 Project Partnerships holding 22 properties which own and operate government assisted multi-family housing complexes. Gateway at one time held investments in 82 Project Partnerships holding 87 properties. As of September 30, 2009, 60 of the Project Partnerships holding 65 of the properties have been sold and, in accordance with the Gateway partnership agreement, the entire net proceeds received from these sales either have been or will be distributed to the Limited Partners of Gateway. During the quarter-ended September 30, 2009, Gateway sold or otherwise disposed of its interest in 17 Project Partnerships, bringing the total number of Project Partnerships sold during the current fiscal year-to-date to 21. A summary of the sale or disposition transactions for the Project Partnerships disposed during the current fiscal year-to-date and the previous fiscal year are summarized below:

Fiscal Year 2010 Disposition Activity:

Transaction Month / Year	Project Partnership	Net Proceeds	Net Proceeds Per LP Unit	Gain (Loss) on Disposal	Deferred Gain on Disposal
September 2009	Madison, Ltd.	$ 43,958	$ 1.72	$ -	$ 43,958
September 2009	Mabank 1988 Limited (Phase I & II)	14,482	0.57	-	14,482
September 2009	Monroe Family, Ltd.	38,749	1.52	-	38,749
September 2009	Hartwell Elderly, Ltd.	28,749	1.12	-	28,749
September 2009	Mulberry Hill IV Associates	3,581	0.14	-	3,581
September 2009	Federal Manor III	7,497	0.29	-	7,497
September 2009	Dunbarton Oaks III	7,749	0.30	-	7,749
September 2009	Brandywine III	7,581	0.30	-	7,581
August 2009	Middleport Limited Partnership	18,764	0.73	18,764	-
August 2009	Augusta Properties, LP (Phase I & II)	180,810	7.07	180,686	-
August 2009	Barling Properties	131,898	5.16	131,836	-
August 2009	Booneville Properties	137,430	5.38	137,368	-
August 2009	Broken Bow Properties II	126,365	4.94	126,303	-
August 2009	Decatur Properties	65,509	2.56	65,447	-
August 2009	Poteau Properties III	51,678	2.02	51,616	-
August 2009	Poteau Properties IV	87,640	3.43	87,578	-
August 2009	Turtle Creek Properties Phase II	115,301	4.51	115,239	-
June 2009	Sabinal Housing Ltd.	4,665	0.18	4,330	-
June 2009	Kingsland Housing Ltd.	12,497	0.49	12,163	-
June 2009	Mathis Retirement Ltd.	8,914	0.35	8,579	-
May 2009	Spring Creek Apartments, Ltd. (GA)	47,520	1.86	47,520	-
				$ 987,429	$ 152,346

In accordance with GAAP, although the sales of Madison, Ltd., Mabank 1988 Limited (Phase I & II), Monroe Family, Ltd., Hartwell Elderly, Ltd., Mulberry Hill IV Associates, Federal Manor III, Dunbarton Oaks III, and Brandywine III were consummated on or prior to September 30, 2009, the gains on the sales are being deferred on the Balance Sheet and not recognized on the Statement of Operations until the period that the net sales proceeds are received. Gateway recorded a receivable for the gross proceeds from these sales totaling $155,460 which is included in Receivable – Other on the Balance Sheet. Of this amount, $72,460 was subsequently received in October 2009 and the balance has yet to be received. The net proceeds will be distributed to the Limited Partners in a subsequent quarter. The deferred gain of $152,346 will be recognized on the Statement of Operations when the proceeds are received.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued):

The net proceeds per LP unit from the sale of Middleport Limited Partnership are a component of the Distribution Payable on the Balance Sheet as of September 30, 2009. These net proceeds will be distributed to the Limited Partners in a subsequent quarter.

The net proceeds per LP unit from the sale of Augusta Properties, LP (Phase I & II), Barling Properties, Booneville Properties, Broken Bow Properties II, Decatur Properties, Poteau Properties III, Poteau Properties IV, Turtle Creek Properties Phase II, Sabinal Housing, Ltd., Kingsland Housing, Ltd., Mathis Retirement, Ltd., and Spring Creek Apartments, Ltd. (GA) were distributed to the Limited Partners in September 2009.

Fiscal Year 2009 Disposition Activity:

Transaction Month / Year	Project Partnership	Net Proceeds	Net Proceeds Per LP Unit	Gain (Loss) on Disposal	Component of Discontinued Operations
January 2009	Limestone Estates	$ 24,475	$ 0.96	$ 24,475	$ -
November 2008	The Meadows Associates	198,792	7.78	197,674	-
September 2008	Winder Apartments, Ltd.	38,160	1.49	38,000	-
September 2008	Oakwood Apartments	9,741	0.38	9,741	-
September 2008	Lakewood Apartments	19,760	0.77	19,760	-
September 2008	Sandhill Forest, Ltd.	-	-	-	-
September 2008	Oakwood Grove, Ltd.	-	-	-	-
September 2008	Hastings Manor, Ltd.	-	-	-	-
September 2008	Crosstown Seniors (Phase I & II)	1,349,749	52.79	-	1,055,863
August 2008	Laurel Apartments	226,840	8.87	225,535	-
June 2008	Middlefield, Limited	117,530	4.60	118,321	-
June 2008	Pulaski Village	128,770	5.03	128,770	-
	Other, net (see below)	-	-	6,938	240
				$ 769,214	$ 1,056,103

The net proceeds per LP unit from the sale of Limestone Estates are a component of the Distribution Payable on the Balance Sheet as of March 31, 2009. These net proceeds were distributed to the Limited Partners in September 2009.

The net proceeds per LP unit from the sale of The Meadows Associates, Winder Apartments, Ltd., Oakwood Apartments, and Lakewood Apartments, plus additional proceeds from the sale of Crosstown Seniors (Phase I & II), were distributed to the Limited Partners in December 2008.

The net proceeds per LP unit from the sale of Crosstown Seniors (Phase I & II), Laurel Apartments, Middlefield, Limited, and Pulaski Village were distributed to the Limited Partners in September 2008.

Gateway recognized additional gains on sale of Project Partnerships in the amount of $6,938 and an additional component of discontinued operations of $240 resulting from the true-up of certain legal and other sale transaction closing expenses arising from Project Partnership sale transactions. Any undistributed proceeds related hereto were distributed to the Limited Partners in September 2009.

Re-syndications of Project Partnerships occur when a new buyer acquires the assets of a Project Partnership and renovates the existing affordable housing property and finances the costs of the renovation in part through the acquisition and sale of Tax Credits. In such re-syndication transactions, the assets of the existing Project Partnership are sold to a new partnership, net sales proceeds from the sale of assets are remitted to either Gateway or the general partner of the Project Partnership as appropriate, and the Project Partnership is liquidated. In a separate transaction, interests in the new partnership, which has a “fresh” allocation of Tax Credits, are sold to an unrelated third party or fund. In certain limited circumstances, the Managing General Partner of Gateway is involved in “re-syndicating” the sale of interests in the new partnership to an unrelated third party or fund. In those instances, the Managing General Partner has adopted the policy that it will contribute any net profits it received from the re-syndication transaction to Gateway. The Riverside Apartments property was the subject of a fiscal year 2008 re-syndication transaction in which the Managing General Partner was involved in the re-syndication, and $5,312 of re-syndication profit has been contributed during fiscal year 2009 to Gateway by the Managing General Partner (in October 2008). This amount was then distributed to the Limited Partners as part of the December 2008 distribution.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued):

Status Update on Unsold Project Partnerships:

The following summarizes the most recent status of the sale/disposal process for the remaining Project Partnership investments held as of September 30, 2009:

Project Partnerships sold subsequent to September 30, 2009:

Village Apartments of Centralia II
Village Apartments of Morgantown
Spring Creek Apartments, Ltd. (AL)
Village Apartments of Fortville II
Village Apartments of Summitville

Subsequent to the September 30, 2009 quarter-end, Gateway sold its partnership interest in Village Apartments of Centralia II, Village Apartments of Fortville II, Village Apartments of Morgantown, Village Apartments of Summitville, and Spring Creek Apartments, Ltd. (AL). Gateway received approximately $7,000 in net proceeds (approximately $0.27 per limited partnership unit) which also approximates the gain on sale of Project Partnerships. The gain will be recognized in the third quarter of fiscal year 2010 and the net proceeds from these sale transactions will be distributed to the Limited Partners in a subsequent quarter.

Gateway has approved the sale to the general partner of the Project Partnerships or a third party:

Buena Vista Housing, Ltd., L.P.
Eagle's Bay Limited Partnership
Suncrest Limited Partnership
Laynecrest Associates Limited Partnership
Sylacauga Garden Apartments III, Ltd.
Hannah's Mill Apartments, Ltd.
Stone Arbor Limited Partnership
Woodcroft Limited Partnership
Martindale Limited Partnership

These approvals are subject to a number of contingencies, the outcome of which cannot be predicted with certainty. However, utilizing the sales amounts as approved by Gateway, should all the transactions close without modification, the estimated net proceeds from the sales of these Project Partnerships to Gateway are estimated to approximate $58,000, or $2.27 per limited partnership unit. Sales proceeds would be available for distribution to the Limited Partners subsequent to the closing of these sale transactions which would most likely occur within the next 3-month period.

Gateway has consented to the general partner granting an option for either the general partner or a third-party to purchase either the Project Partnership Interest or Assets:

Cuthbert Elderly Housing, Ltd.
La Villa Elena Limited Partnership
Sage Limited Partnership
Longleaf Apartments, Ltd.
Casa Linda Limited Partnership
Rio Abajo
Concord IV Limited Partnership

Should all of these options be exercised, the estimated net sales proceeds to Gateway from the sales transactions are estimated to be $1,095,000, or $42.83 per limited partnership unit potentially available for distribution to the Limited Partners within the next 3 months. These options to purchase could expire without being exercised which would result in no sales proceeds and remarketing of the Project Partnerships the results of which are undeterminable.

Gateway is exploring options regarding the sale or other disposition of the remaining Project Partnership investment not specifically listed above. Any net proceeds arising from this particular Project Partnership are anticipated to be minimal.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company, no information is required.

Item 4. Controls and Procedures.

Not applicable to this report.

Item 4T. Controls and Procedures.

Disclosure controls are procedures designed to ensure that information required to be disclosed in Gateway's reports filed under the Exchange Act, such as this report, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls are also designed to ensure that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives, as Gateway's are designed to do, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision and with the participation of the Managing General Partner's management, including the Chief Executive Officer and Chief Financial Officer, Gateway has evaluated the effectiveness of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective. There were no changes in Gateway's internal control over financial reporting during the six months ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, Gateway's internal control over financial reporting.

PART II – Other Information

Item 1. Legal Proceedings.

Not applicable to this report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not applicable to this report.

Item 3. Defaults upon Senior Securities.

Not applicable to this report.

Item 4. Submission of Matters to a Vote of Security Holders.

Not applicable to this report.

Item 5. Other Information.

Not applicable to this report.

Item 6. Exhibits.

31.1 Principal Executive Officer Certification as required by Rule 13a-14(a)/15d-14(a), filed herewith.

31.2 Principal Financial Officer Certification as required by Rule 13a-14(a)/15d-14(a), filed herewith.

32 Certification of the Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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

Date: November 13, 2009 By:/s/ Ronald M. Diner
Ronald M. Diner
President

Date: November 13, 2009 By:/s/ Toni S. Matthews
Toni S. Matthews
Vice President and Chief Financial Officer

Date: November 13, 2009 By:/s/ Sandra C. Humphreys
Sandra C. Humphreys
Secretary and Treasurer

EXHIBIT 31.1

Rule 13a-14(a)/15d-14(a) Certification

I, Ron Diner, certify that:

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

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2009

By:/s/ Ronald M. Diner
President
Raymond James Tax Credit Funds, Inc.
(the Managing General Partner)

EXHIBIT 31.2

Rule 13a-14(a)/15d-14(a) Certification

I, Toni S. Matthews, certify that:

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

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2009

By:/s/ Toni S. Matthews
Vice President and Chief Financial Officer
Raymond James Tax Credit Funds, Inc.
(the Managing General Partner)

EXHIBIT 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

We, each hereby certify to the best of our knowledge that the Quarterly Report of Form 10-Q of Gateway Tax Credit Fund, Ltd. for the period ended September 30, 2009 containing the financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o (d)) and that information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of Gateway.

/s/ Ronald M. Diner
Ronald M. Diner
President
Raymond James Tax Credit Funds, Inc.
(the Managing General Partner)
November 13, 2009

/s/ Toni S. Matthews
Toni S. Matthews
Vice President and Chief Financial Officer
Raymond James Tax Credit Funds, Inc.
(the Managing General Partner)
November 13, 2009