

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

RESTRICTIONS
 (Hotel & Height)

Haywood-Rogers Properties, a South Carolina limited partnership, is the owner of certain real estate located on Haywood and Congaree Roads, Greenville, South Carolina, as identified by a topographic survey made by Enwright & Associates, November 19, 1980, for Robert L. Rogers and Rogers-Haywood Properties (corrective name of partnership Haywood-Rogers Properties), consisting of 8.510 acres of land;

WHEREAS, portions of this property are now owned by Hampton Inns, Inc., consisting of 2.18 acres of land, and more particularly identified by a survey made for Robert L. Rogers by James R. Freeland & PE, Freeland & Associates, dated July 2, 1984;

WHEREAS, Haywood-Rogers Properties hereby confirms and agrees to certain restrictive use of its properties located and fronting on Haywood Road as follows:

That Haywood-Rogers Properties covenants and agrees that no motel and/or hotel facility will be constructed or operated on the remaining properties of the partnership as identified under the first paragraph of this agreement, and as more particularly described on Exhibit A and Exhibit B attached hereto and specifically incorporated herein by this reference, and this covenant is binding on and shall apply to all parties, grantees, lessees, assigns, or successors in title thereof for a period of twenty-five (25) years from date hereof.

It is further agreed that Haywood-Rogers Properties, or any parties, grantees, lessees, assigns, or successors in title shall not erect any improvements, buildings or structures exceeding twenty-five (25) feet above the average elevation of that parcel located on the northeastern side of the entrance road and fronting on Haywood Road and bounded on the side of Congaree Road as more particularly described in Exhibit B attached hereto and specifically incorporated herein by this reference.

WITNESS our hands and seals this 21st day of August, 1984.

In the presence of:

[Signature]
Paul B. Zion

HAYWOOD-ROGERS PROPERTIES

By: [Signature]
 Robert L. Rogers
 General Partner

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