

AGENCY AGREEMENT

THIS AGREEMENT made and entered into as of the ____ day of April, 1984, by and among Greenville Hotel Associates, a South Carolina limited partnership (the "Mortgagor"), Nargis, Inc., a South Carolina corporation (the "Mortgagee"), and the Trust Department of The Citizens & Southern National Bank of South Carolina, a national banking association (the "Agent").

Preliminary Statement. The Mortgagor is indebted to the Mortgagee in the aggregate amount of Two Million One Hundred Ten Thousand and no/100 (\$2,110,000.00) Dollars in accordance with the terms of certain promissory notes (the "Notes") executed and delivered to the Mortgagee in connection with the acquisition of all that certain real property more fully described in Schedule A attached hereto (the "Property"). In order to secure the Notes, the Mortgagor executed and delivered to the Mortgagee a Wrap-Around Mortgage (the "Mortgage") in substantially the form of Schedule B attached hereto.

The Property is subject to certain mortgages (the "Underlying Mortgages") which are more fully described in Exhibit D to the Mortgage. The indebtedness secured by the Underlying Mortgages has not been assumed by the Mortgagor and constitutes the sole and exclusive obligation of the Mortgagee. In order to assure the prompt payment of all amounts due with respect to the Underlying Mortgages for the mutual benefit of the Mortgagor and Mortgagee, it is deemed appropriate to appoint the Agent to

THIS AGENCY AGREEMENT CONTAINS AN ARBITRATION PROVISION
PURSUANT TO THE SOUTH CAROLINA ARBITRATION ACT

Exhibit F

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