

service, as the case may be (ii) the requirements of Section 9.02 or 9.03 hereof, as may be applicable are observed and (iii) all of the Department Stores and not less than eighty percent (80%) of all the retail tenants leasing and occupying space in the Developer Facilities shall participate in said advertising and promotional service or join and remain members of the merchants' association. Federated shall only be obligated to make the annual contribution for said advertising and promotional service or to the merchants' association in the manner set forth in the General Expense Agreement between said parties and shall not be bound by the acts or omissions of said association or service. Subsequent to the expiration of the three (3) year period during which Federated shall be obligated to participate in or become a member of said service or association, as the case may be, Federated, at its option, may continue said participation or membership on a year to year basis. All sums received by the Developer from Federated pursuant to said General Expense Agreement shall be used solely for the purpose of advertising and promoting the Shopping Center.

Section 9.02. By-Laws of the Merchants' Association.

In the event a merchants' association is formed by the Developer, the by-laws of the merchants' association shall (i) provide that each member shall be entitled, at any time, to one (1) vote plus an additional number of votes equal to one (1) vote for each full one thousand dollar (\$1,000) contribution made by each member and (ii) contain no provision which would require, or empower the merchants' association to regulate the manner or hours of operation of the business of Federated, the other Department Stores or the Developer Facilities.

Section 9.03. Regulations of Promotional Service.

In the event an advertising and promotional service is established by the Developer, the Developer shall organize