

association. Penney shall make an annual contribution for said advertising and promotional service or to the merchants' association in the manner set forth in the General Expense Agreement between the parties. All sums received by the Developer from Penney 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 thereof 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 Penney, the other Department Stores, the Developer Facilities or the tenants thereof.

Section 9.03. Regulations of the Promotional Service.

In the event a promotional service is established by the Developer, the Developer shall organize an advisory committee for the purpose of assisting the Developer in planning the programs of promotion and advertising of the Shopping Center. The advisory committee shall consist of not less than seven (7) members, one of whom shall be selected by Penney and one of whom shall be selected by the Developer and shall meet from time to time as reasonably determined by the Developer. Nothing herein shall be construed to give the advisory committee authority to determine, discuss, or in any way control the pricing practices, types or brands of merchandise, lines of business, manner or method of individual store advertising, identity of replacement tenants in the Mall or any other similar competitive control of the business practices of the tenants in the Mall or other occupants of