

shall use its best efforts to provide in its leases of portions of the Developer Facilities to national, regional and local retail tenants that each of the tenants thereunder shall participate in said advertising and promotional service or become members of the merchants' association, as the case may be, and pay a share of the expenses thereof in accordance with the by-laws thereof. Belk shall participate in said advertising and promotional service or become and remain a member of the merchants' association whichever service is provided by the Developer for the duration of its operating covenant provided (i) the Developer makes an annual contribution with respect thereto in an amount equal to twenty-five percent (25%) of the aggregate annual contributions required to be made by all other members of the merchants' association or participants in said service, as the case may be, (ii) the requirements of Section 9.02 or 9.03 hereof 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. Belk 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 Belk 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