

SERVICING AGREEMENT

THIS SERVICING AGREEMENT (this “**Agreement**”) made as of the 18th day of May, 2017 between [REDACTED] **S GROUP, INC.**, a Pennsylvania corporation (hereinafter referred to as “**RGI**”) and [REDACTED] **GROUP, LLC**, a Delaware limited liability company (f/k/a Bushkill Group Inc., a Delaware corporation) (hereinafter referred to as “**Servicer**”).

WITNESSETH:

WHEREAS, RGI is the owner of certain rights to service, collect and receive collections in respect of certain Timeshare Contracts and Fairway Contracts for Deed (each as such term is defined in Section 1.1 hereof) and is the owner of certain Fairway Contracts for Deed;

WHEREAS, RGI desires to engage the Servicer to service the Timeshare Contracts and Contracts for Deed under the terms and conditions in this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises herein contained, the parties hereto agree as follows:

ARTICLE 1. **DEFINITIONS**

1.1 Definitions. Unless defined herein, all terms defined in that certain Participation Agreement (the “**Participation Agreement**”), dated as of May 18, 2017, between RGI and Holder shall have the same meaning when used herein. As used in this Agreement, the following terms have the respective meanings specified below:

“Affiliate” means, with respect to any Person, any other Person (a) directly or indirectly Controlling such first Person, (b) directly or indirectly Controlled by such first Person or (c) under common Control with such first Person.

“Agreement” is defined in the first paragraph hereof.

“Applicable Law” means, with reference to any Person, (a) all laws (including common law), statutes, regulations, ordinances, and treaties, (b) all judgments, decrees, injunctions, writs and orders of any Governmental Authority and (c) the rules, regulations, orders, directives, licenses and permits in respect of clauses (a) and (b) above, in each case, applicable to such Person or its property or in respect of its operations.

“Back-Up Servicer” is defined in Section 3.8 hereof.

“Back-Up Servicing Agreement” is defined in Section 3.8 hereof.