

PROGRAM AGREEMENT

This PROGRAM AGREEMENT, dated as of October 3, 2018 (as amended, restated, supplemented or otherwise modified from time to time, this "Agreement"), between [REDACTED] RE [REDACTED] NG CO. I, LLC, a Delaware corporation ("Company") and [REDACTED], [REDACTED]/A [REDACTED] ([REDACTED] "th").

RECITAL:

WHEREAS, Zenith was formed for the purpose of purchasing materials in supply chain financing transactions including: (i) receivables sales agreements and the related supplier credit agreements (generally in the form set forth in Exhibit A, each a "Supplier Sale Agreement"), (ii) master factoring and security agreements (generally in the form set forth in Exhibit B, each a "Factoring Agreement"), (iii) secured loan agreements (generally in the form set forth in Exhibit C, each a "Loan Agreement" and together with each of the Supplier Sale Agreement and the Factoring Agreement, the "Transactions"), and (iv) participations in above opportunities.

WHEREAS, the Company is a Delaware limited liability formed for the purpose of entering into or purchasing the Transactions described herein and desires to have Zenith identify for the Company, potential Transactions to purchase or originate and if so purchased or originated on behalf of the Company to service such Transactions.

WHEREAS, From time to time during the term hereof, Zenith shall (i) identify Transactions for the Company to either purchase or originate, and the Company may in its sole discretion agree to enter into one or more Supplier Credit Transactions, Factoring Transactions or ABL Transactions with such Counterparties, in each case, on the terms and conditions set forth in such Agreement.

SECTION 1. DEFINITIONS AND INTERPRETATION *Definitions* In this Agreement, the following terms shall have the meanings ascribed thereto:

"Adverse Claim" means any mortgage, assignment, security interest, pledge, lien or other encumbrance securing any obligation of any Person or any other type of adverse claim or preferential arrangement having a similar effect (including any agreement to give any of the foregoing, any conditional sale or other title retention agreement, and any lease in the nature thereof), in each case other than as arising under this Agreement.

"Affiliate" means, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under common control with, that Person. For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlling," "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to (i) vote 50.00% or more of the voting equity interests of such Person or (ii) direct or cause the direction of the management and policies of that Person, whether through the ownership of voting equity interests, by contract or otherwise.

"Agreement" as defined in the preamble hereto.

"Anti-Corruption Laws" means the Foreign Corrupt Practices Act of 1977, the UK Bribery Act of 2010, and the rules and regulations promulgated thereunder, and all other laws, rules, and regulations of any jurisdiction applicable to any Counterparty or any of their respective Subsidiaries concerning or relating to bribery or corruption.