TABLE OF CONTENTS

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |
| ARTICLE I. DEFINITIONS AND ACCOUNTING TERMS | | |  |  | 1 |  |
|  |  | |  | | | |
| **Section 1.01** |  | **Defined Terms** |  |  | **1** |  |
| **Section 1.02** |  | **Other Interpretive Provisions** |  |  | **24** |  |
| **Section 1.03** |  | **Accounting Terms** |  |  | **25** |  |
| **Section 1.04** |  | **Rounding** |  |  | **26** |  |
| **Section 1.05** |  | **Times of Day; Rates** |  |  | **26** |  |
| **Section 1.06** |  | **Letter of Credit Amounts** |  |  | **26** |  |
| **Section 1.07** |  | **Exchange Rates; Currency Equivalents** |  |  | **26** |  |
| **Section 1.08** |  | **Additional Alternative Currencies** |  |  | **27** |  |
| **Section 1.09** |  | **Change of Currency** |  |  | **28** |  |
|  | | |  | | | |
| ARTICLE II. THE COMMITMENTS AND CREDIT EXTENSIONS | | |  |  | 28 |  |
|  |  | |  | | | |
| **Section 2.01** |  | **Committed Loans** |  |  | **28** |  |
| **Section 2.02** |  | **Committed Borrowings; Conversions and Continuations of Committed Loans** |  |  | **28** |  |
| **Section 2.03** |  | **Letters of Credit** |  |  | **30** |  |
| **Section 2.04** |  | **Swing Line Loans** |  |  | **38** |  |
| **Section 2.05** |  | **Prepayments** |  |  | **41** |  |
| **Section 2.06** |  | **Termination or Reduction of Aggregate Commitments** |  |  | **42** |  |
| **Section 2.07** |  | **Repayment of Loans** |  |  | **42** |  |
| **Section 2.08** |  | **Interest** |  |  | **42** |  |
| **Section 2.09** |  | **Fees** |  |  | **43** |  |
| **Section 2.10** |  | **Computation of Interest and Fees** |  |  | **43** |  |
| **Section 2.11** |  | **Evidence of Debt** |  |  | **44** |  |
| **Section 2.12** |  | **Payments Generally; Administrative Agent’s Clawback** |  |  | **44** |  |
| **Section 2.13** |  | **Sharing of Payments by Lenders** |  |  | **46** |  |
| **Section 2.14** |  | **Cash Collateral** |  |  | **47** |  |
| **Section 2.15** |  | **Defaulting Lenders** |  |  | **48** |  |
| **Section 2.16** |  | **Extension of Maturity Date** |  |  | **50** |  |
| **Section 2.17** |  | **Increase in Aggregate Commitments** |  |  | **51** |  |
|  | | |  | | | |
| ARTICLE III. TAXES, YIELD PROTECTION AND ILLEGALITY | | |  |  | 52 |  |
|  |  | |  | | | |
| **Section 3.01** |  | **Taxes** |  |  | **52** |  |
| **Section 3.02** |  | **Illegality** |  |  | **56** |  |
| **Section 3.03** |  | **Inability to Determine Rates** |  |  | **57** |  |
| **Section 3.04** |  | **Increased Costs** |  |  | **59** |  |
| **Section 3.05** |  | **Compensation for Losses** |  |  | **60** |  |
| **Section 3.06** |  | **Mitigation Obligations; Replacement of Lenders** |  |  | **61** |  |
| **Section 3.07** |  | **Survival** |  |  | **61** |  |
|  | | |  | | | |
| ARTICLE IV. CONDITIONS PRECEDENT TO CREDIT EXTENSIONS | | |  |  | 61 |  |
|  |  | |  | | | |
| **Section 4.01** |  | **Conditions Precedent to Effectiveness** |  |  | **61** |  |
| **Section 4.02** |  | **Conditions to all Credit Extensions** |  |  | **63** |  |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |
| ARTICLE V. REPRESENTATIONS AND WARRANTIES | | |  |  | 63 |  |
|  |  | |  | | | |
| **Section 5.01** |  | **Existence, Qualification and Power** |  |  | **63** |  |
| **Section 5.02** |  | **Authorization; No Contravention** |  |  | **64** |  |
| **Section 5.03** |  | **Governmental Authorization; Other Consents** |  |  | **64** |  |
| **Section 5.04** |  | **Binding Effect** |  |  | **64** |  |
| **Section 5.05** |  | **Financial Statements; No Material Adverse Effect** |  |  | **64** |  |
| **Section 5.06** |  | **Litigation** |  |  | **64** |  |
| **Section 5.07** |  | **No Default** |  |  | **65** |  |
| **Section 5.08** |  | **Environmental Compliance** |  |  | **65** |  |
| **Section 5.09** |  | **Use of Proceeds** |  |  | **65** |  |
| **Section 5.10** |  | **Taxes** |  |  | **65** |  |
| **Section 5.11** |  | **ERISA Compliance** |  |  | **65** |  |
| **Section 5.12** |  | **Margin Regulations; Investment Company Act** |  |  | **66** |  |
| **Section 5.13** |  | **Disclosure** |  |  | **66** |  |
| **Section 5.14** |  | **Compliance with Laws** |  |  | **66** |  |
| **Section 5.15** |  | **Solvency** |  |  | **66** |  |
| **Section 5.16** |  | **Sanctions** |  |  | **66** |  |
| **Section 5.17** |  | **Anti-Corruption Laws** |  |  | **67** |  |
| **Section 5.18** |  | **EEA Financial Institutions** |  |  | **67** |  |
| **Section 5.19** |  | **Covered Entities** |  |  | **67** |  |
|  | | |  | | | |
| ARTICLE VI. AFFIRMATIVE COVENANTS | | |  |  | 67 |  |
|  |  | |  | | | |
| **Section 6.01** |  | **Financial Statements** |  |  | **67** |  |
| **Section 6.02** |  | **Certificates; Other Information** |  |  | **68** |  |
| **Section 6.03** |  | **Notices** |  |  | **69** |  |
| **Section 6.04** |  | **Payment of Obligations** |  |  | **69** |  |
| **Section 6.05** |  | **Preservation of Existence, Etc.** |  |  | **70** |  |
| **Section 6.06** |  | **Maintenance of Properties** |  |  | **70** |  |
| **Section 6.07** |  | **Maintenance of Insurance** |  |  | **70** |  |
| **Section 6.08** |  | **Compliance with Laws** |  |  | **70** |  |
| **Section 6.09** |  | **Books and Records** |  |  | **70** |  |
| **Section 6.10** |  | **Use of Proceeds** |  |  | **70** |  |
| **Section 6.11** |  | **Anti-Corruption Laws** |  |  | **70** |  |
| **Section 6.12** |  | **Sanctions** |  |  | **70** |  |
|  | | |  | | | |
| ARTICLE VII. NEGATIVE COVENANTS | | |  |  | 71 |  |
|  |  | |  | | | |
| **Section 7.01** |  | **Liens** |  |  | **71** |  |
| **Section 7.02** |  | **Subsidiary Indebtedness** |  |  | **72** |  |
| **Section 7.03** |  | **Fundamental Changes** |  |  | **73** |  |
| **Section 7.04** |  | **Change in Nature of Business** |  |  | **73** |  |
| **Section 7.05** |  | **Financial Covenant** |  |  | **73** |  |
| **Section 7.06** |  | **Sanctions** |  |  | **73** |  |
| **Section 7.07** |  | **Anti-Corruption** |  |  | **74** |  |
|  | | |  | | | |
| ARTICLE VIII. EVENTS OF DEFAULT AND REMEDIES | | |  |  | 74 |  |
|  |  | |  | | | |
| **Section 8.01** |  | **Events of Default** |  |  | **74** |  |
| **Section 8.02** |  | **Remedies Upon Event of Default** |  |  | **75** |  |

ii

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |
| **Section 8.03** |  | **Application of Funds** |  |  | **76** |  |
|  | | |  | | | |
| ARTICLE IX. ADMINISTRATIVE AGENT | | |  |  | 77 |  |
|  |  | |  | | | |
| **Section 9.01** |  | **Appointment and Authority** |  |  | **77** |  |
| **Section 9.02** |  | **Rights as a Lender** |  |  | **77** |  |
| **Section 9.03** |  | **Exculpatory Provisions** |  |  | **77** |  |
| **Section 9.04** |  | **Reliance by Administrative Agent** |  |  | **78** |  |
| **Section 9.05** |  | **Delegation of Duties** |  |  | **78** |  |
| **Section 9.06** |  | **Resignation of Administrative Agent** |  |  | **79** |  |
| **Section 9.07** |  | **Non-Reliance on Administrative Agent, Arranger and Other Lenders** |  |  | **80** |  |
| **Section 9.08** |  | **No Other Duties, Etc.** |  |  | **81** |  |
| **Section 9.09** |  | **Administrative Agent May File Proofs of Claim** |  |  | **81** |  |
| **Section 9.10** |  | **Certain ERISA Matters** |  |  | **81** |  |
|  | | |  | | | |
| ARTICLE X. MISCELLANEOUS | | |  |  | 82 |  |
|  |  | |  | | | |
| **Section 10.01** |  | **Amendments, Etc.** |  |  | **82** |  |
| **Section 10.02** |  | **Notices; Effectiveness; Electronic Communication** |  |  | **84** |  |
| **Section 10.03** |  | **No Waiver; Cumulative Remedies; Enforcement** |  |  | **86** |  |
| **Section 10.04** |  | **Expenses; Indemnity; Damage Waiver** |  |  | **87** |  |
| **Section 10.05** |  | **Payments Set Aside** |  |  | **89** |  |
| **Section 10.06** |  | **Successors and Assigns** |  |  | **89** |  |
| **Section 10.07** |  | **Treatment of Certain Information; Confidentiality** |  |  | **93** |  |
| **Section 10.08** |  | **Right of Setoff** |  |  | **94** |  |
| **Section 10.09** |  | **Interest Rate Limitation** |  |  | **94** |  |
| **Section 10.10** |  | **Counterparts; Integration; Effectiveness** |  |  | **95** |  |
| **Section 10.11** |  | **Survival of Representations and Warranties** |  |  | **95** |  |
| **Section 10.12** |  | **Severability** |  |  | **95** |  |
| **Section 10.13** |  | **Replacement of Lenders** |  |  | **95** |  |
| **Section 10.14** |  | **Governing Law; Jurisdiction; Etc.** |  |  | **96** |  |
| **Section 10.15** |  | **Waiver of Jury Trial** |  |  | **97** |  |
| **Section 10.16** |  | **No Advisory or Fiduciary Responsibility** |  |  | **98** |  |
| **Section 10.17** |  | **USA PATRIOT Act Notice** |  |  | **98** |  |
| **Section 10.18** |  | **Judgment Currency** |  |  | **98** |  |
| **Section 10.19** |  | **Electronic Execution; Electronic Records** |  |  | **99** |  |
| **Section 10.20** |  | **Acknowledgement and Consent to Bail-In of EEA Financial Institutions** |  |  | **99** |  |
| **Section 10.21** |  | **Acknowledgement Regarding any Supported QFCs** |  |  | **99** |  |

iii

SCHEDULES

|  |  |
| --- | --- |
| 2.01 | Commitments and Applicable Percentages |

|  |  |
| --- | --- |
| 7.01 | Liens Existing on the Closing Date |

|  |  |
| --- | --- |
| 7.02 | Indebtedness Existing on the Closing Date |

|  |  |
| --- | --- |
| 10.02 | Certain Addresses for Notices |

EXHIBITS

Form(s) of

|  |  |
| --- | --- |
| A | Committed Loan Notice |

|  |  |
| --- | --- |
| B | Swing Line Loan Notice |

|  |  |
| --- | --- |
| C | Note |

|  |  |
| --- | --- |
| D | Compliance Certificate |

|  |  |
| --- | --- |
| E | Assignment and Assumption |

|  |  |
| --- | --- |
| F | Opinion Matters |

|  |  |
| --- | --- |
| G | U.S. Tax Compliance Certificates |

|  |  |
| --- | --- |
| H | List of Closing Documents |

iv

Hello World