

Comparison of Main Street New Loan Facility and Main Street Expanded Loan Facility

As of April 9, 2020

The following table summarizes and compares the material terms of the Main Street New Loan Facility and Main Street Expanded Loan Facility authorized under the Coronavirus Aid, Relief and Economic Security Act (CARES Act) signed into law on March 27, 2020, as announced by the United States Treasury Department and Federal Reserve Bank on April 9, 2020.

PROGRAM	MAIN STREET <u>NEW</u> LOAN FACILITY	MAIN STREET <u>EXPANDED</u> LOAN FACILITY
Structure	SPV purchases a 95% pari passu participation (Lender retains 5% participation) in an Eligible Loan.	SPV purchases a 95% pari passu participation (Lender retains 5% participation) in an upsized tranche of the Eligible Loan made at par value.
Eligible Lenders	U.S. insured depository institutions, U.S. bank holding companies and U.S. savings and loan holding companies.	U.S. insured depository institutions, U.S. bank holding companies and U.S. savings and loan holding companies.
Eligible Borrowers	<ul style="list-style-type: none"> • Not more than 10,000 employees • Less than \$2.5 billion in 2019 annual revenues • Organized in the United States • Significant operations in and a majority of its employees based in the United States • Ownership of any class of Borrower equity by certain members of the Federal Government and their families may not exceed 20% by vote or value 	
Eligible Loan	Unsecured term loan made by an Eligible Lender to an Eligible Borrower originated on or after April 8, 2020.	Upsized tranche of a term loan made by an Eligible Lender to an Eligible Borrower originated before April 8, 2020.
Minimum Loan Amount	\$1,000,000	\$1,000,000
Maximum Loan Amount	Lesser of: <ul style="list-style-type: none"> (i) \$25,000,000; or (ii) an amount that, when added to the Eligible Borrower's existing outstanding and committed but undrawn debt, does not exceed 4x 2019 EBITDA. 	Least of: <ul style="list-style-type: none"> (i) \$150,000,000; or (ii) 30% of existing outstanding and <i>committed but undrawn</i> bank debt; or (iii) an amount that, when added to the Eligible Borrower's existing outstanding and committed but undrawn debt, does not exceed 6x 2019 EBITDA.

PROGRAM	MAIN STREET NEW LOAN FACILITY	MAIN STREET EXPANDED LOAN FACILITY
Term	4 years	4 years
Pricing	SOFR + 2.5 to 4% Facility Fee of 1% of the participated amount (cost may be passed to borrower). SPV pays lender a 25 bps servicing fee.	SOFR + 2.5 to 4% Facility Fee of 1% of the participated amount (cost may be passed to borrower). SPV pays lender a 25 bps servicing fee.
Payment Deferral	Principal and interest deferred for 12 months.	Principal and interest deferred for 12 months.
Prepayment Penalty	None	None
Collateral	None	Any collateral securing an Eligible Loan, whether pledged under the original terms of the Eligible Loan or at the time of upsizing, will secure the loan participation on a pro rata basis.
Funding Deadline for Loans	September 30, 2020	September 30, 2020
Application Window/Process	Not announced at this time.	Not announced at this time.
Certification and Attestation Requirements	<p>All certifications required by applicable statutes and regulations.</p> <p>Certifications and/or attestations by Lender and/or Borrower as to certain of the conditions and limitations of the programs.</p> <p>Borrower must attest that it requires financing due to the exigent circumstances presented by the coronavirus pandemic, and that, using the proceeds of the loan, it will make reasonable efforts to maintain its payroll and retain its employees during the term of the loan.</p>	
Employment-Related Limitations/Requirements	<ul style="list-style-type: none"> • No employee whose total compensation¹ exceeded \$425,000 in 2019 (other than compensation determined through an existing collective bargaining agreement entered into before March 1, 2020) may: <ul style="list-style-type: none"> ○ Receive compensation that exceeds 2019 compensation; or ○ Receive severance pay or other benefits upon termination of employment which exceeds twice the total compensation received in 2019. • Any employee whose total compensation would exceed \$3,000,000 under the above restriction cannot receive more than 50 percent of that compensation in excess of \$3,000,000. 	

¹ Total compensation includes salary, bonuses, awards of stock, and “other financial benefits.”

Other Conditions and Limitations	<ul style="list-style-type: none">• Borrower cannot participate in both the Main Street New Loan Facility and the Main Street Expanded Loan Facility.• Borrower may not pay common stock dividends, or repurchase an equity security, of the Borrower or any parent company that is listed on a national securities exchange while the loan is outstanding, except to the extent required under existing contractual obligations.• Loan proceeds may not be used to repay other loan balances, other than mandatory principal payments, until the loan has been repaid in full.• No cancelation or reduction any of Borrower's outstanding lines of credit with any lender.• Borrower must be unable to obtain adequate credit from other banking institutions.²
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² Section 13(3) of the Federal Reserve Act also requires that borrowers be unable to secure adequate credit from other banking institutions. Federal regulations allow the Federal Reserve to evidence this requirement by or with “economic conditions in the market or markets intended to be addressed by the program or facility, a written certification from the person or from the chief executive officer or other authorized officer of the entity at the time the person or entity initially borrows under the program or facility, or other evidence from participants or other sources.” The guidance issued on April 9, 2020 did not include a certification requirement that the borrower lacks adequate alternative financing sources, and it is unknown yet whether the Federal Reserve will add such a certification requirement or rely on its ability to ascertain this from general market conditions.